



American Cannabis Nurses Association Constitution and Bylaws

ARTICLE I NAME AND LOCATION

Section 1. Name: The association shall be known as the American Cannabis Nurses Association, Inc. (ACNA), a non-profit company incorporated in New Jersey.

Section 2. Location: ACNA shall maintain a registered agent in the State of New Jersey, as required by law. The association is not required to maintain a physical office and may operate virtually, provided that its business and governance remain compliant with applicable nonprofit regulations. The Board of Directors shall have the authority to designate a principal office or other operational locations as needed.

ARTICLE II PURPOSES

Section 1. Mission: The Mission of the ACNA is to advance excellence in cannabis nursing practice through advocacy, collaboration, education, research, and policy development.

Section 2. Purpose: ACNA is organized and shall operate exclusively for charitable, educational, and scientific purposes as defined under Section 501(c)(3) of the Internal Revenue Code, or any corresponding future federal tax provision. As a nonprofit entity, ACNA may engage in advocacy and public policy efforts to further its mission, provided that such activities comply with IRS limitations on lobbying for tax-exempt 501(c)-3s. ACNA shall not engage in partisan political activities or campaign intervention.

Section 3. Compliance: ACNA shall conduct its operations in compliance with all applicable laws and ethical standards. It shall have the power to take any lawful action necessary or appropriate to fulfill its mission, including forming partnerships, receiving grants, and making distributions to qualified exempt associations in furtherance of its charitable purposes.

ARTICLE III MEMBERSHIP CATEGORIES AND POLICIES

Section 1. Membership: Membership may be granted to any person who: (i) is interested in and agrees to support the purpose and activities of the association; (ii) agrees to abide by these bylaws, and such other rules, regulations, policies, and procedure as the Association may adopt from time to time; and (iii) meets the additional criteria established for each membership category. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation. ACNA's membership categories include the following:

- A. **Regular:** Regular membership shall be open to currently licensed nurses (of any level). Regular members **may** vote, **hold office** after meeting the membership tenure

requirements, and **serve on committees** and task forces. 2026 Membership Rate: \$130

- B. **Retired:** Retired membership shall be open to all nurses who have retired from practice or have otherwise resigned their nursing credentials, but who have an ongoing interest in cannabis nursing. Retired members **may vote** and **hold office** after meeting membership tenure requirements and may **serve on committees** and task forces. 2026 Membership Rate: \$55
- C. **Student:** Student membership shall be open to individuals who are enrolled in a nursing education program. Student nurses **may vote** and **serve on committees** and task forces. Student members **may not hold office**. 2026 Membership Rate: \$55
- D. **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**. Supportive members **may serve** on one committee with BOD approval. 2026 Membership Rate: \$105

Section 2. Additional Membership Categories: The BOD will determine whether to include any additional membership categories as necessary.

Section 3. Application: The BOD shall, from time to time, adopt policies and procedures for the application for and determination of membership in the Association.

Section 4. Resignation: Members may resign from ACNA at any time by giving written notice to the President or Executive Director. Any resigning Member shall continue to be responsible for the payment of all membership dues and other charges until the end of the fiscal year of such Member's resignation, and such resignation shall not relieve the Member of any accrued and unpaid dues. Resigning Members are not entitled to the return of previously paid dues or other fees, or any portions thereof.

Section 5. Termination of Membership.

5.1 The President and/or Board may at its discretion, implement corrective actions prior to termination, including written warnings, required remediation, temporary suspension, or probationary status.

5.2 A Member's (including those in leadership roles) membership in the American Cannabis Nurses Association (ACNA) may be terminated, without warning, by the Board of Directors (BOD) if it determines that the Member has engaged in conduct that:

- A. Violates ACNA's Bylaws, policies, or procedures;
- B. Is contrary to the interests, reputation, or mission of ACNA;
- C. Involves misrepresentation of ACNA, including false claims regarding ACNA, the nursing profession, or the Member's own license level;
- D. Constitutes self-promotion or misrepresentation on social media platforms in a manner inconsistent with ACNA's policies;
- E. Violates ACNA's Harassment Policy or professional ethical standards; or
- F. A role or responsibility delegated to a member that is left unmet without communication.

Harassment Policy

https://drive.google.com/file/d/1UG6_zy-HVqS_k3nC-kCAkb9MNOmeuE79/view?usp=sharing

5.3 Termination Procedure

If the BOD intends to terminate a Member's membership, the President (or Executive Director) shall provide the Member with a written notice at least twenty-one (21) days before the BOD is to hold a formal vote in which termination will be considered.

The notice shall include:

- A. The reason(s) for the proposed termination.
- B. The date of the BOD meeting at which the matter will be reviewed.
- C. The Member's written response must be received by the BOD not later than seven (7) business days prior to the meeting.
- D. The BOD shall review the written response (if provided) and vote on the membership status during the designated meeting.
- E. The BOD's decision is final and not subject to appeal.

5.4 Automatic Termination (membership can be renewed in the case of remediation)

A Member's membership shall be automatically terminated if they:

- A. Fail to meet eligibility requirements for membership; or
- B. Are in default on the payment of dues or any other required charges, as determined by the BOD.
- C. Are found to be in violation of the Harassment Policy of Conflict of Interest Policy.

5.5 Effect of Termination

- A. Upon termination, all membership rights, privileges, and benefits immediately cease.
- B. A terminated Member is not entitled to a refund of any dues or fees previously paid.

Section 6. Membership Policies

6.1 Members wishing to represent the ACNA in expos and/or events must receive written permission from the President and Board of Directors 45 days prior to the event. A formal policy and procedure will be followed for such events.

Tabling Policy Link:

https://drive.google.com/file/d/1gtp5aC9btYlw2BtUVwuUqr_0oP6Qf9Ht/view?usp=sharing

6.2 Member Conflict of Interest Policy

All members must complete an annual Conflict of Interest form and Code of Conduct. Any violations of such policies may result in immediate revocation of membership without refund.

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ARTICLE IV
FINANCIAL MATTERS + EMPLOYEES

Section 1. Dues: The Board of Directors (BOD) shall establish membership dues, including the amount, payment structure, and payment timeframe. The BOD may review and adjust dues as needed to ensure the Association's financial sustainability.

Section 2. Fiscal Year: The accounting period is January 1-December 31, unless altered by the BOD.

Section 3. Auditing: The Board of Directors (BOD) shall ensure the Association's financial integrity by engaging a qualified bookkeeper or financial professional to maintain accurate financial records. At least every two (2) years, or more frequently if the BOD determines it necessary, the Association shall obtain an independent financial review of its books and accounts.

The Treasurer, in coordination with the President and Executive Director (or designated financial professional), shall review financial reports and present a summary of the Association's financial status to the BOD at regular meetings. Results of any independent financial review shall be provided to the Treasurer and President and formally presented to the BOD for review and documentation in the Board minutes.

Section 4. Checks, Drafts, and Financial Instruments: The President and/ or Executive Director shall be authorized to issue checks, approve payments, and engage in contracts on behalf of the Association. All checks, drafts, and other financial instruments issued in the name of the Association shall be signed by authorized officer(s) or agent(s) as determined by a resolution of the BOD. The BOD may establish additional financial controls as necessary.

Section 5. Deposits: All funds belonging to ACNA shall be promptly deposited in the Association's designated financial institution(s). The selection of banks, trust companies, or depositories shall be made by the BOD or designated officers, with oversight by the Board to ensure proper financial management.

Section 6. Contracts and Agreements: The BOD may authorize the President and/or Executive Director to enter into contracts or execute agreements on behalf of the Association with Board approval. This authority may be limited to specific instances as determined by the BOD. In the absence of the President and/ or Executive Director, a designated member of the Executive Committee may be authorized to act in this capacity.

Section 7. Budget: The BOD shall adopt an annual budget by February 15 of each fiscal year. The Association's financial affairs shall be conducted in accordance with the approved budget, and any significant deviations shall require BOD approval. The Board may adopt a two-year budget with BOD approval.

Section 8. Strategic Plan: The BOD shall adopt a strategic plan identifying the Association's Exempt Purpose and the goals and activities the Association shall pursue to advance the same. The Strategic Plan will be developed for a five (5)-year timeframe and audited annually to ensure goals remain aligned with the industry's and the association's needs.

Section 9. Financial Policies and Procedures:

The BOD shall establish and maintain comprehensive financial policies and procedures that:

- (i) Implement prudent financial controls to safeguard the Association's assets and ensure fiscal responsibility.
- (ii) Require that financial records be maintained in accordance with Generally Accepted Accounting Principles (GAAP).
- (iii) Ensure internal controls are current and follow GAAP guidelines, providing monthly reconciliations and current policies that align with these guidelines.

Section 10. Books and Records: The Association shall maintain accurate and complete financial records, minutes of Board of Directors meetings, and committee proceedings in accordance with generally accepted nonprofit governance practices. Such records shall be maintained in Board-approved systems and shall be made available for review as required to ensure transparency, accountability, and compliance with applicable laws.

Section 11. Reimbursement of Expenses: BOD members may submit reasonable expenses incurred for official ACNA travel that has been pre-approved by the Board or the President. Requests for reimbursement must be submitted within thirty (30) days of travel and must include appropriate documentation.

ACNA Travel Reimbursement Policy:

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Section 12. Employees:

A. Executive Director or Management Company

The Association shall hire an Executive Director or engage a Management Company to oversee and manage the Association's day-to-day operations. The Executive Director or Management Company shall be subject to an initial ninety (90) day probationary period. During this period, the Board of Directors shall evaluate performance to assess alignment with the Association's mission, operational expectations, and contractual obligations.

- B.** The Executive Director or Management Company shall be responsible for implementing the policies and directives of the Board of Directors (BOD), managing staff as applicable, and ensuring the smooth operation of the Association's activities. Detailed job descriptions, performance expectations, and evaluation criteria shall be outlined and regularly reviewed by the Board of Directors. Continuation beyond the probationary period shall be contingent upon satisfactory performance as determined by the Board.

C. Interim Executive Director Role

In the event that the position of Executive Director or Management Company becomes vacant and no immediate replacement is available, a member of the Board of Directors (BOD) may temporarily assume the role of Executive Director as a last resort. This temporary appointment must be approved by the BOD. The acting Executive Director shall be compensated fairly and reasonably for their service, with the terms of compensation to be determined by the BOD. The interim appointment shall not exceed [3-6 months] unless extended by the BOD due to extraordinary circumstances.

D. Other Employees

The Association may hire additional employees as needed to support its operations and goals. Job descriptions, compensation, and performance expectations for these employees will be clearly outlined in accordance with the association's employment policies and applicable labor laws.

E. Performance Reviews and Accountability

All employees, including the Executive Director, shall undergo regular performance reviews as determined by the BOD to ensure alignment with the association's mission, goals, and performance standards. These reviews will help inform decisions regarding compensation, professional development, and continued employment.

F. Employment Policies

The Association will maintain policies governing employee relations, including but not limited to equal employment opportunities, workplace safety, non-discrimination, and conflict of interest. All employees must adhere to these policies in the performance of their duties.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. Authority

The ACNA Board of Directors is elected by and accountable to the association's members. The governing body of the Association shall be the BOD. The BOD may adopt such rules and regulations for the conduct of its business as it deems advisable and may, in the exercise of powers granted, delegate certain of its authority and responsibility to the officers. When fiscally stable, the BOD shall provide administrative staff for the association. The staff, under the direction of the executive director, shall be responsible for the effective administration of all affairs of the association and for all activities as directed by the President and the BOD.

Section 2. Composition:

There shall be an elected Board of Directors (BOD), composed of

- A. The Officers of the Association: President, President-Elect (or Past President in a non-election year), Secretary, and Treasurer.
- B. No fewer than five (5) and no more than nine (9) at-large directors, as determined by the BOD, to meet the association's needs.

- C. All Officers and At-Large Directors shall be voting members of the Board of Directors.

Section 3. Qualifications:

To be eligible to serve on the ACNA BOD, the person shall–

- A. Be a Regular or Retired ACNA member.
 - a. Regular members must hold an unencumbered RN license.
- B. Have a minimum of one year of active membership service, such as–
 - 1) service on a committee or task force.
 - 2) Provided education through webinars or annual conferences.
 - 3) Other services determined by the BOD.
- C. Satisfy the qualifications established by the Nominations Committee.

Section 4. Authority and Responsibility: The BOD shall serve as the Association's governing body, overseeing its operations, strategic direction, and financial management. The BOD has the authority to adopt rules and regulations necessary for the Association's effective governance and may delegate specific responsibilities to officers. The BOD will exercise corporate responsibility consistently with applicable law. They will establish and implement policies and procedures for the conduct of business, coordination of activities, and operations of the ACNA, including committee support.

When financially viable, the BOD shall employ administrative staff to support the Association. The Executive Director shall oversee the staff and be responsible for the effective administration of all Association activities, in accordance with directives from the President and the BOD.

Section 5. Meetings:

- A. The BOD shall meet at least four (4) times per year.
- B. Additional meetings may be called by the President or by at least three (3) BOD members.
- C. The time and location of meetings shall be determined by the BOD.
- D. The President shall preside over all meetings. If the President is unavailable, the President-Elect may be designated to act as Chair.
- E. The President or two-thirds (2/3) of the Board of Directors may call an emergency meeting of the Board at any time when urgent action is required. Notice shall be provided to all Board members as soon as practicable. A quorum for an emergency meeting shall require the presence of two-thirds (2/3) of the Board.

Section 6. Quorum:

- A. A quorum for conducting business shall consist of a majority (more than 51%) of the voting members of the BOD, including at least two (2) Officers.
- B. Members of the BOD or any designated committee may participate in meetings via telecommunications, and actions taken will be in accordance with these Bylaws.
- C. Urgent matters requiring action between scheduled meetings may be decided electronically, with votes recorded and ratified in the minutes of the next BOD meeting.

Adopted Change date by the ACNA Board of Directors by majority vote.

Section 7. Confidentiality:

All Board of Directors (BOD) members have a fiduciary duty to maintain the confidentiality of sensitive information discussed in board meetings, executive sessions, and any other communications related to the Association's governance and operations.

- A. Confidential Information: Confidential information includes, but is not limited to:
 - a. Member and donor records, financial information, and proprietary data.
 - b. Discussions, deliberations, and decisions are made during board or committee meetings.
 - c. Personnel matters, including discussions with staff and contractors.
 - d. Strategic plans, negotiations, financial information, and any information deemed confidential by the BOD.
- B. Obligation to Maintain Confidentiality:
 - a. Board members shall not disclose, share, or discuss confidential information with anyone outside the BOD, staff, or authorized individuals, unless explicitly authorized by the BOD.
 - b. Board members must exercise discretion in all discussions and communications to prevent unintentional disclosure.
 - c. Confidential materials shall be securely stored and disposed of properly when no longer needed. All archived materials are considered confidential.
- C. Executive Sessions:
 - a. The BOD may enter an executive session for matters requiring additional confidentiality, such as legal issues, personnel discussions, or contract negotiations.
 - b. Only BOD members and invited individuals may attend executive sessions.
 - c. Discussions and decisions from executive sessions shall remain strictly confidential.
- D. Breach of Confidentiality:
 - a. Any Board member found to have violated confidentiality obligations may be subject to disciplinary action, up to and including removal from the Board of Directors, without notice. Such action shall be determined by a majority vote of the Executive Committee (EC) following a review of the relevant evidence.
 - b. The Executive Committee may conduct this review and vote during a duly called special or emergency meeting, as permitted under these bylaws. The Board member who is the subject of the review shall not be present for deliberations or the vote related to the matter.
 - c. If a breach of confidentiality results in harm to the Association, the Board of Directors may pursue legal or other appropriate action as deemed necessary.
- E. Confidentiality Agreement:
 - a. All members of the Board of Directors shall sign a confidentiality agreement upon joining the Board, reaffirming their obligation to protect the integrity,

operations, and governance of the American Cannabis Nurses Association (ACNA). COI will be updated annually and stored on a secure drive.

- b. Any Board member found to have violated confidentiality obligations may be subject to disciplinary action, up to and including immediate removal from the Board of Directors. Removal may occur without prior warning in the event of a first breach of confidentiality or a continued or repeated breach. ACNA maintains a zero-tolerance policy for breaches of confidentiality, abuse of authority, or misuse of privileged information.
- c. Disciplinary action shall be determined by a majority vote of the Executive Committee (EC) following a review of the relevant evidence. The Executive Committee may conduct this review and vote during a duly called special or emergency meeting, as permitted under these bylaws. The Board member who is the subject of the review shall not be present for deliberations or the vote related to the matter.
- d. Prior to final determination, the affected Board member shall be provided notice of the alleged violation and an opportunity to submit a written response for consideration by the Executive Committee, unless circumstances require immediate action to protect the Association.
- e. If a breach of confidentiality results in harm to the Association, the Board of Directors may pursue legal or other appropriate action as deemed necessary.

Section 8. Terms of Office, Term Limits, and Vacancies

- A. At-Large Directors: The term of office for directors of the association shall be two (2) years. A succession timeline will be established to ensure that no more than half of the Directors will be replaced in any given election. Directors shall serve for two (2) years or until their successors are elected. In special circumstances in which all BOD members were elected at the same time, three (3) BOD members may be appointed for an additional year of service without regard to providing continuity in leadership.
- 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:

Special Election Process:

- a. A special election shall be held to fill the vacant position, with candidates nominated by the BOD or a designated nominations committee.
- b. The election shall be conducted in accordance with the Association's standard election procedures, ensuring fairness and transparency.

Interim Appointments:

- c. If an immediate appointment is necessary to ensure continuity, the President, with BOD approval, may appoint a temporary replacement until the special election is completed.

- d. Priority for appointment shall be given to the individual(s) who received the next highest number of votes in the most recent election, if applicable.

Presidential and President-Elect Vacancies:

- e. If the position of President becomes vacant, the President-Elect shall assume the role for the remainder of the term.
- f. If there is no President-Elect or if the President-Elect position is vacant, the BOD shall nominate and elect a replacement through a special election.
- g. If an urgent appointment is needed, the BOD may temporarily appoint an acting President until the special election is held.

Section 9. Director Removal: A Director may be removed from office by a two-thirds (2/3) majority vote at a regularly scheduled meeting of the Board of Directors, provided that the proposed removal was included on the agenda distributed at least one (1) week in advance of the meeting. This section does not contradict or override the BOD's rights to execute removal under section 7 Confidentiality.

- a. The Board of Directors may also remove a Director or deem a Director incapacitated and unable to serve the remainder of their term. A Director may be deemed incapacitated by failing, without reasonable excuse, to attend two (2) consecutive meetings of the Board, or for other reasons as determined by the Board, including violations outlined in the Board Code of Conduct. Such actions shall require a two-thirds (2/3) majority vote of the Board.
- b. Notwithstanding the foregoing, a Director may be removed immediately through other mechanisms expressly provided for in these bylaws, including but not limited to violations related to conflicts of interest, breaches of confidentiality, abuse of authority, Executive Committee disciplinary authority, or removal by the President as permitted under these bylaws. Such actions may occur outside a regularly scheduled meeting and without advance notice when necessary to protect the Association's best interests.

Policy: Board Code of Conduct:

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Section 10. Board Membership Dues

Board Member Dues Waiver:

- A. All elected and appointed members of the Board of Directors (BOD) shall have their ACNA membership dues waived for the duration of their term of service.
- B. If a board member resigns or is removed before completing their term, their dues waiver will be revoked, and standard membership dues will resume immediately.

Lifetime Dues Waiver for Presidents:

- A. Any President who successfully completes their full term shall receive a lifetime waiver of ACNA membership dues in recognition of their service.

Adopted Change date by the ACNA Board of Directors by majority vote.

- B. This benefit is non-transferable and applies only to the individual who has served as President.

Renewal and Coverage:

- A. The dues waiver for board members shall be applied at the beginning of their term and shall remain in effect throughout their service.
- B. The lifetime waiver for Presidents begins immediately upon the successful completion of their full term.

Non-Transferability:

- A. The dues waiver, whether for board members or past Presidents, is non-transferable and applies only to the qualifying individual.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, President-Elect, or Past-President in a non-election year, Secretary, and Treasurer. These officers shall comprise the Executive Committee. All members of this committee are volunteers.

Section 2. Terms of Office. Any regular or retired member in good standing is eligible for nomination and election to any of the offices.

Section 3. Position Descriptions:

A. President-Elect:

The President-Elect shall serve a one-year term, after which they will automatically assume the role of President for a two-year term.

Duties & Responsibilities:

1. In the absence of the President, the President-Elect shall assume the President's responsibilities and exercise the powers of the office.
2. Actively engage in learning all aspects of ACNA's operations to ensure a seamless transition into the Presidency.
3. Work closely with the President, Executive Director, and Board of Directors (BOD) to support the association's strategic vision and initiatives.
4. Identify and appoint committee chairs to oversee association work during their upcoming two-year presidential term, in consultation with the President and BOD, to ensure alignment with the association's priorities.
5. Serve as a representative of ACNA in public and professional settings, fostering relationships within the nursing and cannabis communities.
6. Participate in leadership development and mentorship programs to ensure a strong succession plan for key roles within the association.

7. Oversee and contribute to long-term association growth, sustainability, and advocacy efforts at both the state and national levels.

Qualifications:

- a. Must have been an ACNA member for a minimum of two (2) years.
- b. Must have demonstrated substantial service to the association, including but not limited to:
 - i. Active committee participation.
 - ii. Volunteering at ACNA-sponsored events, including tabling and conferences.
 - iii. Mentoring members or contributing to education initiatives.
 - iv. Engagement in nursing, nonprofit, or advocacy work at the state and/or national level.

Must possess strong interpersonal skills, the ability to communicate effectively, and demonstrate diplomatic leadership in all interactions.

B. President:

The President will serve a two-year term and automatically succeed to a one-year term as Past President.

Duties & Responsibilities:

1. Oversee and manage the Association's general affairs to ensure effective operation.
2. Preside over all Board of Directors (BOD) meetings.
3. Work closely with the Executive Director / Management Company to ensure alignment with the Association's strategic vision and goals.
4. Collaborate with the Secretary, Treasurer, or any authorized officer of the Association to sign deeds, mortgages, contracts, and other instruments authorized by the BOD, except when the BOD has designated another individual as an agent to act on behalf of the Association.
5. Perform other duties necessary to the office of the President or as prescribed by the BOD.
6. Serve as an ex officio, non-voting member of all committees except the Nominations Committee.
7. Act as a key representative of the Association, fostering relationships with internal and external stakeholders.
8. Ensure smooth transition and mentorship of leadership between the President and the Past President, as well as to the incoming President-Elect.

C. Past President:

The Past President will serve for one (1) one-year term as a member of the Executive Committee. The Past President's role is primarily focused on association continuity and

leadership transition by providing mentorship and supportive measures. This position ensures that the Association's strategic direction and leadership structure remain stable, especially during periods of leadership change.

Duties & Responsibilities:

1. Chair the Nominations Committee or designate an appointee to fulfill this role.
2. Oversee the preparation and presentation of a slate of candidates, including the identification of a President-Elect during years when a President-Elect is due to be selected.
3. Provide counsel and support to the current President and other Board members, ensuring a seamless transition and continuity of the association's leadership.
4. Act as a resource for the President and Board of Directors, offering advice based on past experience and association knowledge.
5. Serve as a member of the Executive Committee, participating in high-level discussions and decisions that impact the strategic direction of the Association.
6. Serve as an ex officio, non-voting member of all committees except the Nominations Committee.
7. Perform other duties as needed, including assisting with the ongoing association development and long-term planning of the Association, including the updates to the strategic plan.

D. Secretary:

The Secretary is appointed by the President and is eligible for up to four (4) consecutive one-year terms. The Secretary is responsible for ensuring that the Association's official records are properly maintained and accessible. This position plays a key role in supporting the association's operations by documenting and communicating. Position may be replaced at the President's discretion.

Duties & Responsibilities:

1. Maintain accurate records of all Board of Directors (BOD) meetings and the Annual Business Meeting in Google Drive.
2. Preserve and archive all records, documents, and correspondence as directed by the BOD, ensuring proper management and accessibility on the central Google Drive.
3. Ensure that all BOD meetings are notified to members in advance, including relevant information and agendas.
4. Perform other duties typically associated with the office of the Secretary, including supporting the BOD in documentation and communication tasks.
5. Assist the President and other Board members with record-keeping and any administrative requirements that arise.

D. Treasurer:

The Treasurer is appointed by the President and is eligible for up to four (4) consecutive one-year terms. The Treasurer is responsible for overseeing the Association's financial health and management in conjunction with the Executive Director or the Management Company. This position ensures proper handling of the association's funds and provides transparent financial reporting to the Board in accordance with Generally Accepted Accounting Principles (GAAP). Position may be replaced at the President's discretion.

Duties & Responsibilities:

1. Act as the custodian of the Association's funds, ensuring that all monies are appropriately deposited and managed in conjunction with the Executive Director and President.
2. In accordance with the budget adopted by the Board of Directors (BOD), approve the distribution of funds for regular operational expenses.
3. Develop an annual budget for each fiscal year and present it to the BOD for approval. Once approved, this will be provided to the ACNA members.
4. Disburse funds and deposit remittances that are part of routine business operations without prior notification to the BOD, in conjunction with the President and Executive Director.
5. Obtain prior approval from the BOD for extraordinary expenditures or the engagement of contracts.
6. Provide quarterly financial reports to the Board of Directors, including a balance sheet and profit-and-loss statement, ensuring Board members receive these materials prior to scheduled meetings.
7. Presents at the Annual Business meeting to Members the financial health of the association.
8. Reviews Board reimbursement requests in conjunction with the Executive Director and President.
9. Serve as Chair of the Finance Committee, which meets at least annually, and ensure the preparation and presentation of the four core financial statements: Statement of Financial Position, Statement of Activities, Statement of Cash Flows, and Statement of Functional Expenses.

Section 4. Officer Elections, Qualifications, Vacancies, Removal, and Delegation:

A. Officer Elections

1. The President-Elect is elected by the membership.
2. The Secretary and Treasurer shall be selected from among the elected and seated members of the Board of Directors who have accepted nomination, including self-nominations. Appointments shall occur at the second or third meeting of the newly elected Board of Directors and shall be the first order of business for the President. The President shall make the final appointment. Upon appointment, the Secretary and Treasurer shall assume their duties immediately. The results shall be communicated to the membership electronically.

- B. Officer Vacancies: Vacancies in any elected office may be filled for the balance of the term thereof by the BOD at any regular or special meeting. Any officer may resign at any time by giving thirty (30) days written notice to the President and President-Elect.
- C. Officer Removal: Notwithstanding any other provision of these bylaws, the President may remove an officer at their discretion when such action is determined to be in the best interests of the Association. Such removal shall be effective immediately.
- D. Removal from an officer position shall not, by itself, constitute removal from the Board of Directors if the individual also serves as a Director, unless such removal is otherwise authorized under these bylaws.
- E. Officer Qualifications: Any regular or retired member in good standing is eligible for nomination and election to any of the offices. The President-Elect must be a member for a minimum of two (2) years and contribute substantial service to the association through volunteer work.
- F. Delegation: Officers may have some of their responsibilities delegated to staff by decision of the BOD.
- G. Resignations:
 - a. Full Board: Resignation of the entire board will trigger the reelection of all positions. Nominations and previous directors may fulfill roles until a special election is held for continuity of leadership.
 - b. Resignations of the President: The President must submit in writing to the BOD with 30 days notice. If resignation occurs after the PE has served six months (either as PE or as a Board Member), the PE will immediately fulfill the President role and the PE will be elected in the next member-wise election cycle. If the President resigns before PE has served for six months, the Past President will immediately fulfill the President's role until the PE has served at least six months as PE. If the President-Elect (PE) has not served in either the PE or Board role for at least six months, the position will be filled through an immediate member-wise election. If the PE assumes the responsibilities of the President due to a resignation, their term limits will remain unchanged and conclude at the originally designated end date of their President term.

ARTICLE VII ELECTIONS

Section 1. Nominations: The nominating committee shall prepare and submit to the BOD at least one (1) nomination for each elected position of the Association.

Section 2. Voting: A simple majority is sufficient to elect the BOD.

Section 3. Notification: Members will be notified of the election ballot thirty (30) days prior to the election. Members will be notified of election results within thirty (30) days of the close of the election.

Section 4. Vacant Office: If an office remains vacant at the Annual Business Meeting, it may be filled by a majority vote of the voting members present.

Section 5. Special Election: Special elections may be held as needed to fill vacancies that occur outside of the regular election cycle or to address specific needs of the Association. These elections may also be scheduled annually to help the Board increase its diversity and ensure a broad representation of perspectives and experiences. The BOD may determine the criteria and process for such elections in order to ensure that the Association's leadership reflects the diversity of its membership. Notification of a special election, including details on nominations and voting procedures, will be provided to members at least thirty (30) days in advance of the election date and will follow election procedures as outlined in these bylaws.

ARTICLE VIII MEETINGS

Section 1. Business Meetings. There shall be an Annual Business Meeting of the Association at such time and place as determined by the BOD not less than annually.

Section 2. Special Meetings. Special meetings of the Association may be called by the BOD at any time, or shall be called by the President upon receipt of a 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 the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meetings. Written notice of the Annual Business Meeting and any special meetings of the Association shall be delivered to each voting member not less than thirty (30) days and not more than sixty (60) days before the date of the next meeting.

Section 4. Voting. At the Annual Business Meeting or any special meetings of the Association, each voting member shall have one (1) vote. 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 Business Meeting or special meeting of the members. A quorum at BOD meetings is addressed in Article V, Section 5.

Section 6. Addressing Board of Directors Meeting: Members who wish to address the BOD may attend a Board meeting under the following conditions:

- A. A written request stating the issue to be addressed is sent to the President at least fourteen (14) days in advance of the meeting.
- B. The request is approved by the President.
- C. Discussion at the meeting is limited to the issue requested.
- D. The member is responsible for any expenses incurred.

Section 7. Observing Board of Directors Meetings: Members may attend a BOD meeting for the purpose of observing a meeting under the following conditions:

- A. A written request is sent to the President at least fourteen (14) days in advance of the meeting.
- B. The request is approved by the President.
- C. The member is responsible for all expenses incurred.

ARTICLE IX COMMITTEES

Section 1. Governance Provisions Applicable to Committees.

- A. Committee Chairs shall be appointed by the President-Elect, or by the President if the President-Elect position is vacant or not filled.
- B. **Resignation or Removal:** A committee or advisory body member may resign at any time by providing written notice to the President-Elect, or to the President if the President-Elect position is vacant or unfilled. A committee or advisory body member may be removed by the Board of Directors, with or without cause, at any time.

Section 2. Standing Committees. The Association shall have the following standing committees:

A. Executive Committee: An Executive Committee composed of the officers of the association shall have the authority to act in place of the BOD between Board Meetings on all matters except those specifically reserved to the BOD by these bylaws. An Executive Director shall also be an ex officio non-voting member of this committee.

B. Finance Committee: The Finance Committee is delegated by the BOD to ensure the appropriate oversight of financial matters for the Association. The committee may be composed of Executive Committee members. The Treasurer shall preside over all Finance Committee meetings. If the Treasurer position is vacant, the President shall preside over this committee. The committee is required to meet only once a year and to propose the Budget for approval to the BOD.

C. Nominating Committee: The Nominating Committee will be chaired by the Past President or another appointed person by the 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 VII of these Bylaws. Committee membership shall be open to all active, voting members and shall strive to be representative of the association's membership and their interests. This committee will invite the ACNA membership to submit nominations for positions in which incumbents' terms are expiring. The Nominating Committee shall prepare and submit to the Executive Committee at least one (1) nomination for each of the elected board positions of ACNA.

D. Ad Hoc Committees: The President shall appoint ad hoc committees to provide for a limited or continual service to the association. All Ad Hoc Committees conclude at the end of the President's term.

- 1. Education-Research Committee
- 2. Membership-Student Committee
- 3. Policy and Government Affairs Committee
- 4. Diversity, Equity, and Inclusion Committee

5. Credentialing Committee (or an updated name that it may go by)

Committee Charters/task forces may be developed by each committee and approved by the President-Elect (or President). The chair of each standing committees or ad hoc committees will be the board liaison and submit a monthly report to the board.

Standing Committee Charters Education & Research Committee

Purpose

The Education & Research Committee advances ACNA's mission by developing, reviewing, and promoting evidence-based cannabis nursing education, scholarship, and research initiatives.

Scope of Responsibilities

The Committee shall:

- Develop and oversee educational programming (webinars, CEUs, modules, conferences)
Review and recommend curricula, learning outcomes, and competencies
Support nursing research related to cannabis and cannabinoids
Promote ethical, evidence-based practice and knowledge translation
Collaborate with academic partners and external organizations as appropriate
Recommend priorities for educational content and research initiatives
Establish project-based task forces as needed (e.g., CEU Review Team, Repository Review Team)

Membership

Members may include Board Directors and non-Board volunteers with relevant expertise. The Chair is appointed in accordance with ACNA bylaws.

Meetings

The Committee shall meet as needed, but no less than annually, and provide regular updates to the Board of Directors.

Membership & Student Committee

Purpose

The Membership & Student Committee supports recruitment, engagement, retention, and professional development of members and student nurses.

Adopted Change date by the ACNA Board of Directors by majority vote.

Scope of Responsibilities

The Committee shall:

- Develop strategies to grow and retain ACNA membership
Support student outreach and engagement initiatives
Recommend member benefits, programming, and engagement activities
Assist with onboarding and orientation processes
Promote regional, student, and specialty-based involvement
Collaborate with Education and DEI Committees to ensure inclusive membership practices

Membership

Open to Board and non-Board members. Student representation is encouraged when feasible.

Meetings

The Committee shall meet as needed and report activities and recommendations to the Board.

Policy & Government Affairs Committee

Purpose

The Policy & Government Affairs Committee advances ACNA's advocacy efforts by supporting evidence-informed policy development related to cannabis nursing practice, education, and patient care.

Scope of Responsibilities

The Committee shall:

- Monitor federal and state legislative and regulatory developments
Draft and review policy statements and position papers
- Recommend advocacy priorities to the Board
Support collaboration with professional and governmental stakeholders
Assist with testimony, public comments, and educational outreach
Maintain alignment with ACNA's ethical and professional standards

Membership

May include Board Directors and external subject-matter experts.

Meetings

The Committee shall meet as required to respond to policy developments and shall provide updates to the Board.

Diversity, Equity, Inclusion, and Belonging (DEIB) Committee

Purpose

The DEIB Committee promotes equitable, inclusive, and culturally responsive practices across ACNA governance, programming, membership, and leadership.

Scope of Responsibilities

The Committee shall:

- Recommend DEIB strategies and initiatives
 - Review organizational policies through an equity lens
 - Support inclusive educational content and programming
 - Promote diverse leadership and member engagement
 - Advise the Board on best practices related to equity and belonging
 - Collaborate with other committees to embed DEIB principles organization-wide

Membership

Members may include Board and non-Board participants with lived experience or professional expertise in DEIB.

Meetings

The Committee shall meet regularly and provide recommendations to the Board.

Credentialing Committee

*(Optional updated name: **Certification & Professional Development Committee** or **Credentialing & Competency Committee**)*

Purpose

Adopted Change date by the ACNA Board of Directors by majority vote.

The Credentialing Committee supports the development and oversight of professional standards, certifications, micro-credentials, and competency frameworks related to cannabis nursing.

Scope of Responsibilities

The Committee shall:

- Develop and review credentialing or micro-credentialing pathways
- Recommend competency frameworks aligned with nursing standards
- Support certification or professional recognition initiatives
- Collaborate with Education and Research Committees
- Review applications or criteria for credentials as applicable
- Ensure alignment with ethical and regulatory requirements

Membership

Members may include Board Directors and external clinical, academic, or credentialing experts.

Meetings

The Committee shall meet as necessary and provide reports to the Board.

ARTICLE X INDEMNIFICATION

Section 1. 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 BOD.

ARTICLE XI AMENDMENT OF THE BYLAWS

Section 1. Proposed amendments to the bylaws or Articles of Incorporation shall be made by a vote of the BOD. Any approved changes will be sent to the membership within thirty (30) days via electronic notification.

ARTICLE XII DISSOLUTION

Section 1. ACNA may be dissolved only with authorization by its BOD 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

Adopted Change date by the ACNA Board of Directors by majority vote.

more other 501(c)(3) associations (with purposes similar to those of ACNA) as shall be chosen by the then existing BOD.

ARTICLE XIII PARLIAMENTARY PROCEDURES

Section 1. Parliamentary Authority. Meetings of the American Cannabis Nurses Association shall be governed by Robert's Rules of Order Newly Revised, except where otherwise provided in these bylaws. In the absence of the President, or when designated by the President or the Board, any member of the Board of Directors may preside over a meeting.

ARTICLE XIV NO DISCRIMINATION

Section 1. The Association is committed to upholding equality and will not discriminate against any individual based on race, color, creed, age, national origin, gender, sexual orientation, religion, disability, 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 Association 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 BOD 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 toward 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 of the Association shall inure to the benefit of any Officer or Director of the Association either during the life of the Association or upon its dissolution. Board members may be compensated for services rendered to the Association outside of their duties as Board members, provided that such compensation is reasonable, necessary, and in line with the fair market value for the work performed. This compensation must not violate the principle that the Association's resources are primarily dedicated to fulfilling its mission and not for the personal benefit or profit of any individual involved.

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, to ensure their understanding and compliance. Annually, the ACNA officers and directors will also be asked to disclose potential conflicts of interest.

ARTICLE XVI LEGAL REPRESENTATION

Adopted Change date by the ACNA Board of Directors by majority vote.

Section 1: In the event of legal problems arising out of cannabis-related activities, or any other criminal proceedings of any Officer or Director, the Association will not be held liable or responsible. The Association will, with the board's approval, engage legal representation to defend the Association or any Officer or Director 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.