

**American
Travel Health Nurses
Association**

**Board of Directors
Manual**

Updated November, 2016

Section I:

Overview and History

Section I. 1 Historical Background

While there have always been citizens traveling internationally, travel health nursing started to evolve in the United States in the mid-1980's. During that decade, U.S. business expanded globally and more university students elected to spend time abroad. Nurses in a variety of practice settings started to regularly see travelers for preventive care. As the number of international travelers grew, nurses in college health, occupational health, and ambulatory care were increasingly called upon to add pre-travel assessment and management services to their clinical role. Working mostly in isolation, these nurses came from many different professional backgrounds; all were self-taught in travel health. In time, nurses in different locales started to meet informally for continuing education, case rounds, and networking.

One such group was the New York Nurses' Network. Many of its nurse members had been present and instrumental in the formation of the International Society of Travel Medicine in 1985 in Atlanta. One member had already initiated a successful networking group in the Midwest. Active in the early years of ISTM, these NYC area nurses were eager for more local contact, more attention to U.S. travel health nursing concerns, and more opportunities for education in this new field. Toward that end, the New York Nurses' Network was formed in 1999 and met 6-8 times each year for professional development.

As travel health nursing grew, both here and abroad, the need and value for a U.S. national organization became apparent. In 2004, the New York Nurses' Network was disbanded and the American Travel Health Nurses Association (ATHNA) was incorporated. Founding board members included some of the principals of the New York Network.

Since its inception in 2004, ATHNA has continued to serve as a resource for U.S. nurses entering our field and as an engine for professional development of travel health nursing in this country. The initial Board of Directors has expanded to include members from sites outside the NYC area, including California, Colorado, Texas, Wisconsin, Massachusetts and New Hampshire. Over the years, ATHNA has undertaken the responsibility to develop professional standards for travel health nursing, to offer research scholarships for U.S. nurses advancing our practice, to sponsor a website to help nurses keep updated, and has worked with other international groups such as ISTM and RCN to promote quality in this specialty. On its fifth year anniversary as a professional society, ATHNA voted to expand into a membership organization. That goal was achieved in April, 2010.

In the spring of 2011, ATHNA voted to expand its membership to include Canadian nurses. Travel health nurses in the United States and Canada share many of the same professional issues and clinical challenges. The ATHNA Board saw an opportunity for "across the border" collaboration. At the May 2011 elections, we increased the size of our board to 11 members and welcomed our first Canadian director. That same month we held our first member reception at the Boston ISTM conference and presented a poster on our November 2010

membership survey. Our first Director Retreat took place in Briarcliff Manor, New York in October 2011.

At the present time, ATHNA is embarking on a number of special projects, continuing to build its website and newsletter, and add several new standing committees to its organizational structure. A task force to develop Competencies in Travel Health Nursing has been established and ATHNA has a Facebook presence. A drive to add more members and obtain educational grants is currently underway. In May 2012 the Board expanded to 12 members and the Organizational Development Committee was formally tasked to seek additional funding sources to support ATHNA's future growth and expansion.

Section I. 2 Mission Statement and Goals

Mission

The mission of the American Travel Health Nurses Association is to advance nurses engaged in the care of international travelers through professional development, evidence based practice and advocacy.

Revised and adopted by the ATHNA Board November 2016

Organizational Goals

1. Advance the profession of Travel Health Nursing in North America.
2. Serve as a resource for individuals who provide care to international travelers.
3. Assist nurses to keep current regarding recommendations and emerging travel health issues.
4. Promote communication and networking among Travel Health Nurses across North America.
5. Facilitate the adoption of ATHNAs Scope and Standards of Care in Travel Health Nursing.
6. Partner with organizations with a shared commitment to promote the health and safety of travelers.

Revised and adopted by the ATHNA Board November 2016

Section 1. 3 Founding Members

Rebecca Acosta

Mary Brust

Lynne Bunnell

Bev Doran

Mary Levine

Sue Ann McDevitt

Peg Meyersburg

Marianna Perry

Gail Rosselot

Susan Wynne

Section I. 4 Incorporation Information

ATHNA is tax-exempt under Section 501(c) (3) of the US Internal Revenue Service and is registered with the NY State Charities Bureau. The Documents of Incorporation for the American Travel Health Nurses Association are located at 140 Todd Lane, Briarcliff Manor, NY 10510

Section II:

Structure

Section II. 2. Bylaws

ARTICLE I

OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the American Travel Health Nurses Association shall be in the State of New York.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of New York, as required by the State of New York Nonprofit Corporation Act.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation.

This corporation is formed to advance the profession of travel health nurses. Its purpose is educational within the meaning of 501(c)(3) of the Internal Revenue Code, including but not limited to the advancement of travel health nursing through education and public awareness.

Nothing herein shall authorize the corporation to operate or maintain a college or university or to grant degrees or credit to a degree.

Nothing herein shall authorize the corporation to engage in the practice of the profession of registered professional nursing or any other profession required to be licensed by Title VII of the Education Law.

Nothing herein shall authorize the corporation to provide professional training in the profession of registered professional nursing or any other profession required to be licensed by Title VIII of the Education Law.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members with voting privileges with the exception of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 9 and no more than 15 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by a majority vote by the directors at the annual meeting of the Board of Directors.

Members of the Board of Directors shall serve for a term of three years. They may be re-elected to a second term.

Section 4. Resignation, Termination and Absences. Any director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation. A Board member shall be dropped for excess absences from the Board if s/he has three absences from scheduled Board meetings, including telephonic, in one year.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a three-fourths vote of the directors then in office at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors. In addition, the Board will meet at least quarterly, at an agreed time and place in person, by telephone or via electronic communication.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 10 business days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is obtained in writing or by electronic communication by a majority of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar electronic communication which allows all persons participating in the meeting to hear each other. Participation by telephone/ electronic communication shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a President, a President-elect, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person if necessary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for two years.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the same time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a three-fourths vote of all the directors then in office at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President, as may be prescribed by the Board of Directors. The President shall convene regularly scheduled Board meetings, shall preside or arrange for others to preside at each meeting in the following order: President-elect, Secretary, Treasurer.

Section 8. President-elect. The President-elect shall serve for a two year term and then assume the position of ATHNA President. The President-elect shall function in support of the President, serve on the Executive Committee as an officer of the Board, and assume other responsibilities as may be assigned by the President or Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 11. Immediate Past President. The Immediate Past President of ATHNA will serve as an information resource and advisor to the ATHNA Executive Board and Chair of the Nominations Committee and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. Committee chairs will be approved by the Board. At least one chair/co-chair on each committee will be a member of the Board and at least 1/3 of committee members will be non-Board members. Each committee will develop goals that support the general and annual organizational goals. Committees are required to report on activities at each board meeting. Committee chairs are responsible for submitting quarterly and annual reports to the Board that assess progress toward meeting their goals.

Section 2. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall consist of the 4 officers of the Board and the Immediate Past President who shall serve as an information resource and advisor.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Auditing Committee. An Auditing Committee of three members shall be appointed by the President at least three months prior to the annual spring meeting, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year, which is a calendar year, and to report at the annual meeting.

Section 5. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 6. Vacancies. Vacancies in the membership of committees may be filled by the President of the Board.

Section 7. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Annual Report. The Annual Report as organized/prepared by the Treasurer and Secretary with assistance and input from the full Executive Board and committee chairs will include a full financial report for the year and committee reports.

ARTICLE VIII

REVIEW AND AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all the directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments. The Board of Directors must arrange a thorough review of the Bylaws every five years.

ARTICLE IX

PARLIMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

These Bylaws were approved at a meeting of the Board of Directors of the American Travel Health Nurses Association on February 25, 2010.

These Bylaws were amended May 22, 2010 at a meeting of the Board of Directors of the American Travel Health Nurses Association. In Article VI, Section 2, the Immediate Past President was added as an ex-officio member of the Executive Committee.

These Bylaws were amended February 15, 2011 at a meeting of the Board of Directors of the American Travel Health Nurses Association. In Article V, Section 1, the position of Vice President was eliminated and the position of President-elect was created as an officer of the Board.

These Bylaws were amended May 19, 2012 at a meeting of the Board of Directors of the American Travel Health Nurses Association. In Article V, Section 10 the position of the Treasurer as ex-officio chair of the Membership Committee was eliminated.

These Bylaws were amended February 26, 2015 at a meeting of the Board of Directors of the American Travel Health Nurses Association. In Article IV, Section 3, directors may be re-elected to a second term.

These Bylaws were amended on August 10, 2015 at a meeting of the Board of Directors of the American. In Article VI, Section 1, at least one chair/co-chair on each committee will be a member of the Board and at least 1/3 of committee members will be non-Board members. Each committee will develop goals that support the general and annual organizational goals. Committees are required to report on activities at each board meeting. Committee chairs are responsible for submitting quarterly and annual reports to the Board that assess progress toward meeting their goals.

Section II. 2. Standing Committees

Executive Committee- Consistent with Article VI, Sec 2 of the ATHNA By-laws, this committee is comprised of the current officers of ATHNA and the immediate Past President. Between meetings of the Board of Directors, it has responsibility for the ongoing oversight of the Corporation. It is chaired by the current President.

Professional Resources – Formerly known as Professional Development, this committee was renamed by a vote of the Board in December 2011. This committee is responsible for developing organizational and educational initiatives and materials that promote the professional development of U.S. and Canadian travel health nursing.

Communications- Initiated in October 2011, this committee provides overall direction and ongoing management of the organization's communications. It incorporates the responsibilities of the former Web Committee for website design and management as well as the production of the ATHNA newsletter that formerly was a function of the Membership Committee.

Membership- This committee is responsible for the development and implementation of a plan to stimulate interest in ATHNA membership among non-members, recruit new members, and retain current members. It works closely with the Communications Committee in all its promotional efforts.

Organizational Development- Added as a Standing Committee by vote of the Board in October 2011, this committee has responsibility for planning the future of the ATHNA in close coordination with the Executive Committee. In particular it is charged to identify outside sources of financial support for the organization.

Written October 2010

Revised December 2011

Revised July 2012

Section II. 3 Nominations Process

Consistent with Article VI, Sec. 3 of the ATHNA Bylaws, each year, and at least three months before the annual meeting, the President of the Board will appoint three members of the Board to serve with the Immediate Past President on the Ad Hoc Committee for Nominations. The Board will vote to approve the formation and membership of this ad hoc group.

The Ad Hoc Nominations Committee, as chaired by the Immediate Past President, will be charged to solicit candidates for any Board position that is either expiring at the annual meeting or is vacant. The Committee will proceed to solicit candidates for these positions. Any member of the Board may suggest a candidate to this committee and members may place themselves into nomination. The Nominations Committee will then develop a slate for the election. This slate should be announced at least 30 days before the ATHNA annual meeting. At the annual meeting, the Nominations Committee will provide written ballots or the electronic equivalent, conduct the election, tally the votes, and announce successful candidates. The Board will then vote to disband the Ad Hoc Nominations Committee.

Section III:

Current Operations (Policies and Procedures)

Section III. 1. Strategic Goals 2011-2012

1. Develop competencies for submission for ANA recognition as a nursing Specialty
2. Increase membership with Canadian and U.S. members
3. Revise standing committees and develop new ones as needed
4. Focus on succession planning as a few board members/officers (Gail, Sue Ann and Susan) will finish their term May 2012
5. Initiate CEU programs

Archived July 2012

Section III. 2. ATHNA Strategic Goals 2012-2013

1. Continue the initiative to develop travel health nursing competencies with quarterly progress reports
2. Expand membership to 250 members with a 75% retention rate
3. Continue to implement efforts across the organization to attract and retain Canadian members
4. Activate the Organization Development Committee to secure outside funding sources

Archived July 2013

Section III. 3. ATHNA Strategic Goals 2013-2014

1. Develop competencies for submission for ANA recognition as a nursing Increase membership of Canadian and US members
2. Increase funding sources
3. Initiate at least one educational opportunity
4. Increase participation of membership (need to develop leadership within the organization)

Archived July 2014

Section III. 4. ATHNA Strategic Goals 2014-2015

1. Revise scope and standards and develop clinical guidelines in accordance with ANA guidelines.
2. Increase membership.
3. Initiate at least one educational opportunity (e.g., conference, webcast, podcast) with CE credit.
4. At least 1/3 of all committee members are non-Board members.
5. Revive committee responsible for financial growth with primary objective to enhance ATHNA financial health.
6. Develop written Board policies and procedures for internal operational processes. (Charlotte reviewed a list of 15 processes that would benefit from written policies or procedures. These items are located in the Google drive under "Internal P&Ps 2014".)

Archived July 2015

Section III. 5. ATHNA Strategic Goals 2015-2016

Goals 2015-2016:

1. Revise scope and standards and develop clinical guidelines in accordance with ANA guidelines.

2. Increase membership with a goal of 200 and provide resources as needed.
3. Initiate at least two educational opportunities (e.g., conference, webcast, podcast) with CE credit.
4. At least 1/3 of all committee members are non-Board members.
5. Revive committee responsible for financial growth with primary objective to enhance ATHNA financial health.
6. Develop written Board policies and procedures for internal operational processes.
7. Initiate the assessment of travel health nursing in North America with the intention to develop position papers.

Section IV:

General Information (Articles, Resources, etc.)