

American Travel Health Nurses Association (ATHNA)

Bylaws

December 2020

Article 1: Mission

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

Article 2: OFFICE AND REGISTERED AGENT

2. 1. Principal Office- The principal office of the American Travel Health Nurses Association (ATHNA) shall be in the State of New York: 3 East Evergreen Rd #1024, New City, NY 10956

2. 2. Registered Office and Agent- The American Travel Health Nurses Association (ATHNA), hereby known as 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.

2. 3. Incorporation- The American Travel Health Nurses Association is incorporated in New York State as a 501(c) (3) charitable corporation.

Article 3: Structure

The Corporation will be made up of:

- The Board of Directors
- The Executive Committee
- The Officers
- The Standing Committees, Ad Hoc Committees and the Task Forces
- The General Membership

Article 4: Goals

- Advance the profession of travel health nursing in North America.
- Serve as a resource for individuals who provide care to travelers- international and domestic.

- Assist nurses to keep current regarding recommendations and emerging travel health issues
- Promote communication and networking among travel health nurses across North America
- Promote the dissemination and adoption of ATHNA's Travel Health Nursing: Scope and Standards of Care of Practice
- Partner with U.S. and international organizations with a shared commitment to promote the health and safety of travelers

Article 5: MEMBERSHIP

5.1. Purpose

Each member must support the purpose, mission, objectives and positions of ATHNA.

5.2. Responsibilities

The Corporation shall have no members with voting privileges with the exception of the Executive Committee and Board of Directors. Members are encouraged to participate in Committees and Task Forces to further the mission of ATHNA, support membership networking, and build leadership in the organization.

5.3. Maintenance

Members must submit an initial application for membership with any required fees. Membership dues must be current or termination of membership shall result. Membership termination will result if membership dues have lapsed beyond two months of the end date of the active membership period. Membership dues are determined by the Board of Directors of ATHNA. Membership is granted to any person who has applied for membership, met any financial obligations, and has an active interest in travel health nursing. Dues are valid for one year from date of member acceptance. Renewal process for membership is determined by the Board of Directors. Lifetime membership is also available for a fee.

Article 6: BOARD OF DIRECTORS

6.1. Powers and Responsibilities

There shall be a Board of Directors of the Corporation, which shall have overall responsibility for the business, property and affairs for the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. The Board of Directors has a fiduciary responsibility to ensure the long-term sustainability of the Corporation. The principal roles of the Board of Directors are to represent the interests of the membership of the Corporation and to represent the Corporation as its legal voice. It is the responsibility of the Board to guide decisions of the Corporation

including the choice of its leadership and how it will carry out its mission. Amendment 1 expands upon the role of the Board of Directors.

6.2. 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 an odd number of members, no less than 7 and no more than 13 individuals. All members of the Executive Committee are members of the Board of Directors. The composition of the Board of Directors should include members from diverse U.S. locations, reflect the professional diversity of the specialty of travel health nursing, and may also include persons with additional organizational expertise as may be deemed desirable. No more than two members of the Board of Directors shall represent the same employer. In addition, one representative of the Fellows program, as chosen by the Fellows, shall sit on the Board as a non-voting member.

6.3. Election and Term of Office

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 two years. They are eligible for re-nomination by the Nominations Committee for up to two additional terms (a maximum of six years total). After a period of two years off the Board, members are eligible for nomination to return to the Board. The Corporation should strive to stagger the election of Directors so no more than one third of the Board is elected in any given year.

6.4. Resignation, Termination and Absences- Any Director may resign at any time by giving written or electronic 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 unexcused absences from the Board. Excess unexcused absences are defined as three absences from scheduled Board meetings, including telephonic, in one year.

6.5. Removal- Any Director may be removed from such office, with or without cause, by a 2/3 vote of the Directors then in office at any regular or special meeting of the Board called expressly for that purpose.

6.6. Vacancies- Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. If a member has been voted onto the Board at any time other than at the annual meeting then the term of that member shall end on June 30 of the unexpired term irrespective of when the member may have joined the Board.

6.7. 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.

6.8. 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.

6.9. Notice- Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten business days previous to the meeting and in the manner set forth in Article 10, Section 2. If a special meeting is called, the purpose 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.

6.10. 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.

6.11. 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 in writing shall be permitted after the Director has reviewed the proposal.

6.12. Majority 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.

6.13. Telephone or Electronic 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 7: OFFICERS

7.1. Officers

The officers of the Corporation shall minimally consist of a President, a Vice President, a Secretary, a Treasurer, and a Director of Communications. Each officer has one vote. The Corporation shall have such other 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. All officers are members of the Board of Directors and the Executive Committee.

7. 2. Election of Officers- The officers of the Corporation shall be elected by the Directors at the annual meeting of the Board of Directors unless another specific meeting has been designated and approved by the Board of Directors. ATHNA has the responsibility to hold scheduled elections.

7. 3. Nominations- At least three months prior to the annual meeting, the President will appoint three members of the Board to serve on the Nominations Committee. It will be the responsibility of this Committee to post notice for candidates for open Board positions, conduct candidate reviews, present a slate to the Board of Directors at the annual meeting or another meeting as designated by the Board and complete other procedures as described in the *ATHNA Administrative Policies and Procedures Manual*.

7. 4. Board of Directors' Transition- The Corporation will orient new Board members in accordance with procedures described in the *ATHNA Administrative Policies and Procedures Manual*.

7. 5. 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. Officers are eligible for nomination to a second term of two years and exceptions can be made for officers to serve additional terms at the discretion and approval of a 2/3 vote of the Board.

7. 6. Resignation- Any officer may resign at any time by giving written or electronic 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.

7. 7. Removal- Any officer may be removed from such office, with or without cause, by a 2/3 vote of all the Directors then in office at any regular or special meeting of the Board called expressly for that purpose.

7. 8. Vacancies- A vacancy of any officer shall be filled by the Board of Directors for the unexpired term in accordance with the *Emergency Leadership Transition Plan* to address the timely delegation of duties and authority. *The Emergency Leadership Transition Plan* is described in the *ATHNA Administrative Policies and Procedures Manual*.

7. 9. President

The President is tasked with providing strong leadership for the organization by working with the Executive Committee and Board of Directors to establish short and long-term goals, plans and strategies. Serving as the head of the Corporation, the President holds the organization together and serves as its primary spokesperson. The President of ATHNA has oversight for its finances, vision, mission, and membership and is fully committed to the health and growth of the organization. The President is a key stakeholder in development of travel health nursing in the United States and the world.

Qualifications- 1. Current ATHNA membership. 2. Current registered nurse licensure. 3. Member for a minimum of at least three years, five or more years preferred, and demonstrated participation in the association. 4. Prior experience on the Board of Directors. 5. Minimum baccalaureate degree, masters preferred. 6. Evidence of leadership skills and prior leadership experience in a team environment. 7. Demonstrated strong commitment to travel health nursing and ATHNA's mission.

Responsibilities-

Responsibilities and authority subject only to the authority of the Board or Executive Committee.

1. As an Officer of ATHNA, the President reports to the Board of Directors.
2. Serves as chief elected officer of the association, leading the Executive Committee and the Board of Directors.
3. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. Oversees all administrative activities in close coordination with the Executive Committee. The President presides over meetings of the Board and Executive Committee. The President creates agendas for meetings of the Board and Executive Committee in collaboration with the Executive Committee and the Board.
4. Serves as an ambassador of the organization and advocates its mission to internal and external stakeholders.
5. In coordination with the Executive Committee, appoints Committees and Task Forces.
6. Exercises all responsibilities and privileges as President as specified in the Bylaws and in accordance with procedures for the President of the Corporation as described in Amendment #2.
7. The President may sign contracts or other instruments which the Board of Directors has authorized to be executed.
8. Term of Office. The President shall serve for a term of two years, following their induction at the annual meeting. After their term, they will be eligible for nomination for a second term and exceptions can be made to serve additional terms at the discretion and approval of a 2/3 vote of the Board. After a period of two years off the Board, the member is eligible for nomination to return to the Board or to be an officer.

7. 10. Vice President

The Vice President (VP) supports the President by overseeing internal operations and stepping in when the President is unavailable. The VP assists the President and the Board of Directors to design ATHNA's overall mission, values, and strategic goals. Responsibilities may include a special area of responsibility, such as membership, media, conferences, educational activity, or fund-raising. The VP assists in overseeing internal operations, helping to build strong membership relationships, maximizing the organization's operating performance, helping to achieve financial goals, and helping to ensure continual growth.

Qualifications 1. Current ATHNA membership. 2. Current professional registered nurse licensure. 3. Active participation in the association. 4. Minimum of three years as an ATHNA member and prior member of the Board of Directors preferred. 5. Minimum baccalaureate degree, masters preferred. 6.

Evidence of leadership skills and prior leadership experience in a team environment. 7. Demonstrated strong commitment to travel health nursing and ATHNA's mission.

Responsibilities:

1. As an Officer of ATHNA, the Vice President (VP) reports to the Board of Directors.
2. Serves as VP of the Corporation's governing body and serves on the Executive Committee as an officer of the Board.
4. In the event the position of President becomes vacant, the VP shall assume that position and serve for the unexpired term in accordance with the *Emergency Leadership Transition Plan*.
5. Serves as Chair of the Audit Committee.
6. Serves on the Finance Committee.
7. Performs such other duties as from time to time may be assigned by the President and/or Board of Directors for such a time period as is mutually agreeable between both parties.
8. Exercises all responsibilities and privileges as an officer as specified in the Bylaws and the *ATHNA Administrative Policies and Procedures Manual*.
9. Term of Office. The VP shall serve for a term of two years, following induction at the annual meeting. After a first term as VP, he/she will be eligible for nomination for a second term and exceptions can be made to serve additional terms at the discretion and approval of a 2/3 vote of the Board. After a period of two years off the Board, the member is eligible for nomination to return to the Board or to be an officer.
10. At the end of his/her term, the VP is eligible for nomination as the President or any other Board or officer position, but the VP does not automatically advance to the position of President.

7. 11. Secretary-

The role of the ATHNA Secretary is a principal one that requires the organization and dissemination of critical information of the Corporation. The secretary fosters organizational communication and due diligence through proper management and utilization of important records such as meeting minutes and the organization's Bylaws.

Qualifications 1. Current ATHNA membership. 2. Professional nursing experience desirable. 3. Active participation in the association for at least two years. 4. Experience as a committee or Board secretary preferred.

Responsibilities:

1. As an Officer of ATHNA, the Secretary reports to the Board of Directors and serves as a member of the Executive Committee.

2. Works with the President to ensure that the Executive Committee and Board meetings are effectively organized and scheduled.

3. Distributes the agenda and records and disseminates minutes for the Executive Committee meetings and the Board meetings.

4. Maintains and archives important records of ATHNA in accordance with the policy on retention and destruction of documents described in the *ATHNA Administrative Policies and Procedures Manual*. Important records include: Minutes of the Board of Directors, the Annual Report, important correspondence, Committee and Task Force final reports, Audit and financial reports, election records, record of ATHNA's activities, and other documents, reports and records of note.

5. Advises the Board when documents need revision, such as Bylaws and Incorporation documents. Makes sure ATHNA is upholding the legal requirements of governing documents, such as the non-profit charity law 501(c)(3).

6. Maintains documentation of Board membership status (e.g. CVs, terms of office, nursing licensure, Conflict of Interest forms, if applicable). Maintains directory of the Board of Directors as well as key contacts of the organization. In collaboration with the Director of Communications, maintains a directory of the ATHNA membership.

7. In conjunction with the Officers and Chairs, compiles an Annual Report from Committee and Task Force reports documenting the activities of ATHNA.

8. Assumes a selected role, as determined by the Executive Committee, regarding external correspondence (e.g. emails, posted mail). Membership correspondence may be otherwise delegated.

9. The Secretary may be designated by the Board of Directors and/or Bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of ATHNA.

10. Fulfills any other requirements as a Director and Officer of ATHNA. Duties might additionally change.

11. Term of Office. The Secretary shall serve for a term of two consecutive years, following induction at the annual meeting. He/she may be nominated to serve a second term and exceptions can be made for the Secretary to serve additional terms at the discretion and approval of a 2/3 vote of the Board.

7. 12. Treasurer-

The Treasurer has primary responsibility for the management of the organization's financial activities under the direction of the President and the Board of Directors. The Treasurer develops and implements financial procedures and systems, directs the activities of the Finance Committee, meets with the Auditor, and regularly reports to the Board on key financial events, trends, concerns, and assessment of the fiscal health of the organization.

Qualifications 1. Current ATHNA membership. 2. Professional nursing or health care background desirable. 3. Active participation in the association. 4. Financial and accounting experience preferred.

Responsibilities:

1. As an Officer of ATHNA, the Treasurer reports to the Board of Directors and serves as a member of the Executive Committee.
2. The Treasurer shall oversee all financial matters of the Corporation under the direction of the Board of Directors and the Executive Committee.
3. Serves as the Chair of the Finance Committee and manages the agenda, meetings and reports of that committee.
4. Maintains the Corporation bank account(s) and prepares quarterly bank reconciliations for review by the President and Executive Committee.
5. Responsible for funds received by the Corporation and payments made by the Corporation. Pays approved association invoices and prepares periodic reports of such disbursements to the Executive Committee and the Board. Ensures that Directors properly provide receipts for monies due. Manages all receivables and deposits all such monies in the name of the Corporation in appropriate banks.
6. Prepares monthly and yearly financial reports on income and expenditures. If necessary, provides an accounting of items not consistent with the approved budget.
7. Prepares and submits to the Board periodic reports and analyses of the Corporation's finances as needed, with recommendations as indicated.
8. Prepares, as may be indicated, periodic reports on the investment performance of surplus funds.
9. Prepares, together with the President, the Executive Committee, and other Committee and Task Force chairs a recommended budget for the year and submits it to the Board for approval by December 1 of each year.
10. Prepares an Annual Report with recommendations for any changes to the Corporation's finances or financial activities.
11. Ensures that all federal and state filing requirements with regard to tax and incorporation status are met.
12. Ensures that the bookkeeping and financial records required as a condition of grants received are kept in the manner specified in the grant contract or other guidelines.
13. Ensures that all signature cards relating to banking and investment accounts are kept current with three officer signers (President, Treasurer, Secretary) on file with the bank.

14. Submits records as requested by the Audit Committee for their review.

15. Working with the Secretary, insures that all relevant financial documentation of the Corporation is archived and stored in accordance with the procedure described in the *ATHNA Administrative Policies and Procedures Manual*.

16. Term of Office- The Treasurer shall serve for a term of two consecutive years, following induction at the annual meeting. He/she may be nominated to serve a second term and exceptions can be made for the Treasurer to serve additional terms at the discretion and approval of a 2/3 vote of the Board.

7.13. Director of Communications

The Director of Communications has overall responsibility for internal and external messaging. He/she is responsible for the management of the ATHNA website, ATHNA's social media presence, and any communications to the membership, stakeholders of the corporation, or the public.

Qualifications 1. Current ATHNA membership. 2. Website, email, software (Constant Contact or equivalent), social media skill sets. 3. Professional nursing background preferred.

Responsibilities:

1. As an Officer of ATHNA, the Director of Communications reports to the Board of Directors and serves as a member of the Executive Committee.

2. The Director of the Communication, working with the Executive Committee and the Board, shall develop an annual strategic plan to maintain an updated Corporation website and oversee ongoing communication with the full membership via email software (e.g. Constant Contact or equivalent) and social media.

3. Serves as the Chair of the Communications Committee.

4. Shall insure that all postings and publications of the Corporation are peer reviewed using language and resources consistent with ATHNA's culture.

5. Shall participate as a member of any marketing or membership Task Force project.

6. Shall provide an Annual Report with recommendations for improving and expanding Corporation communications.

7. Performs such other duties as from time to time may be assigned by the President, Executive Committee or Board of Directors for a time period as is mutually agreeable between both parties.

8. Term of Office- The Director of Communications shall serve for a term of two consecutive years, following induction at the annual meeting. He/she may be nominated to serve a second term and exceptions can be made for the Director of Communications to serve additional terms at the discretion and approval of a 2/3 vote of the Board.

7.14 Compensation

The officers shall serve without compensation, other than reimbursement for their reasonable and necessary expenses incurred in serving the Corporation. The Board of Directors, however, shall have the authority to establish reasonable compensation for all officers for services to the Corporation as officers or otherwise.

Article 8: Committees and Task Forces

8.1. Executive Committee

Powers and Responsibilities

1. The Executive Committee (EC) is responsible for the day- to- day management of the Corporation. It shares with the President ultimate responsibility and authority over all committees. It has the power to act on behalf of the full Board. The main purpose of the EC is to facilitate decision making between Board meetings or in urgent and crisis circumstances. EC members have many oversight duties. They are responsible for overseeing the daily implementation of Board policies and making sure the Board is establishing and maintaining good governance practices. The EC also has a role in forming and disbanding committees and task forces. Functioning as a steering committee, the EC assists the President in prioritizing issues for the full Board to address.
2. The President is chair of the EC. In the absence of the President, the VP serves as the Chair.
3. The EC shall consist of the officers of the Corporation. Additional members may be invited to participate from time to time as determined by the EC and their agenda.
4. The EC meets in advance of each Board meeting to assist the President in setting priorities for the Corporation and assists in the development of the Board agenda.
5. The EC meets at other times as determined by the President or by request of a majority of EC members.
6. Minutes of the EC meetings are recorded, distributed to the EC and archived by the Secretary.

8.2. Standing Committees

1. The Corporation shall maintain two standing committees with the option to add additional standing committees at the discretion of the Board of Directors. Standing Committees take direction and report to the Board.

2. Communications

Key responsibilities include oversight of all ATHNA communications: to members, potential members, and the public; management of the website and social media messages; and other messages to inform stakeholders and the public of ATHNA's mission, objectives, and activities. This committee ensures communications are consistent with ATHNA's mission, free from bias, and consistent with the *ATHNA Code of Ethics* and *Social Media Guidelines*. All original content is subject to peer review by one or more committee members.

Chair- Director of Communications

Membership- As determined by the Chair in consultation with the President and Executive Committee

Reports- Quarterly and Annual Meetings-

At least quarterly

Addition and Removal of Members-Discretion of the Chair in consultation with the President

3. Finance

This committee's task is to assist the Treasurer in his/her efforts to assure the long term financial health of ATHNA. The committee considers requests for ATHNA funds, oversees funding of ATHNA projects, such as the NED, and monitors financial opportunities. The committee helps the Treasurer create the annual budget and assists with financial reports, the annual Audit, and special projects.

Chair-Treasurer

Membership- Vice President and others as determined by the Chair in consultation with the President and Executive Committee

Reports- Quarterly and Annual Meetings-

At least quarterly

Addition and Removal of Members-Discretion of the Chair in consultation with the President

4. Terms of Office- Excluding the Chair, each member of a committee shall serve for a minimum of one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

5. Vacancies- Vacancies in the committee membership may be filled by the committee Chair in consultation with the President.

6. Rules- Each committee may adopt rules for its meetings that are not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

8.3. Ad Hoc Committees

1. Nominations

At least three months prior to the annual meeting, the President will appoint three members of the Board to serve on the Nominations Committee. No member nominated for an office shall serve on the Nominations Committee. Under *Robert's Rules of Order*, the President should not serve on the committee, even in a non-voting capacity. The Board will vote to approve the membership of this team. The Nominations Committee will then completed its work as outlined in the procedures described in the *ATHNA Administrative Policies and Procedures Manual*. After the elections, the Nominations Committee will provide a final report summarizing its activities to the Board. Once that report is received the President will ask the Board to vote to disband the Nominations Committee.

2. Audit

The Audit Committee, consisting of three members, shall be appointed by the President at least three months prior to the annual meeting. The Vice President shall serve as the Audit Chair. This committee shall undertake an audit of the Corporation's accounts at the close of the fiscal year, which is a calendar year, and submit a written report at the annual meeting with any recommendations. The committee will be disbanded by a vote of the Board of Directors after its report is accepted by the Board of Directors.

3. NED

The NED (Networking Education and Development) Committee is responsible for the development and delivery of the annual NED program offered to ATHNA members. The Chair will be selected by the Board by October of each year and a plan for the summer program will be presented to the Board Directors by December of the year preceding the NED. The work of this committee is outlined in procedures described in the *ATHNA Administrative Policy and Procedures Manual*. The NED Committee is disbanded by a vote of the Board Directors after it delivers it summary report within three months after the NED.

4. Terms of Office-Each member of an Ad Hoc Committee is expected to serve until the objective is attained.

5. Vacancies- Vacancies in Ad Hoc Committee membership may be filled by the respective Chair in consultation with the President.

6. Rules- Each Ad Hoc Committee may adopt rules for its meetings that are not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

8.4. Task Forces

1. Task Forces are project teams established to support a specific objective consistent with the mission and vision of ATHNA. Task Forces are established for a defined purpose and are dissolved when the task is completed. Task Forces are created for tasks anticipated to require no more than 12 months of work.
2. Task Forces are established, as needed, by a vote of the Board upon approval by the Executive Committee and the President for the purpose of completing a singular function. Task Forces are led by a Board Member and should include additional Board Members as well as members-at-large. Task Force members are recruited to contribute specific talents and expertise to the achievement of the objective. Task forces are the organizational vehicles to achieve specific objectives of the ATHNA strategic plan. Task forces encourage broader member participation in the activities of ATHNA.
3. Task Force Chairs and Co-Chairs are appointed by the President in consultation with the Executive Committee and approved by the ATHNA Board of Directors.
4. The Chair of a Task Force shall submit interim reports as requested by the Board as well as a final report when the objective is achieved.
5. After a Task Force final report is accepted by the Board, the President will disband the Task Force with the approval of the Board of Directors.
6. Term of Office- Each member of a Task Force shall serve for the period of time required to complete the objective. Task Force members who serve on the Board of Directors are expected to serve until the objective is attained or until the member's term on the Board ends.
7. Vacancies- Vacancies in Task Force membership may be filled by the respective Chair in consultation with the President.
8. Rules- Each Task Force may adopt rules for its meetings that are not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article 9: ATHNA FELLOWS

In 2019 ATHNA established a Fellows program to recognize U.S. travel health nurses who have made substantial and lasting contributions to ATHNA and to the specialty of travel health nursing through leadership, volunteerism, clinical practice, research, education or publications. The Fellows serve as an informal advisory group to the Board, Committees and Task Forces as well as a group committed to the advancement of ATHNA and U.S. travel health nursing. The Fellows shall comply with all provisions as specified in the Bylaws and described in the *ATHNA Administrative Policies and Procedure Manual*.

9. 1. Responsibilities:

1. Provide institutional memory for the organization.

2. Designate one Fellow to serve as a non-voting member of the BOD.
 3. Advocate for patients, communities, and nurses through joint publications, speaking engagements and national/international education programs.
 4. Assist with ethical concerns, major financial considerations, or significant restructuring of the organization, and/ or mentoring.
 5. Create opportunities for further professional development.
 6. Support internal and external networking to help ATHNA achieve its mission and goals.
 7. Nominate, sponsor, and mentor new Fellow candidates to ensure continued growth of the Fellows Program.
9. 2. Election and Terms of Membership
1. Elections are biennial and follow the Procedures established for this group.
 2. After their election and payment of their lifetime membership fee, Fellows remain Fellows for life unless they choose to resign.

Article 10: MISCELLANEOUS PROVISIONS

10. 1. Fiscal Year- The fiscal year of the Corporation shall be the calendar year January 1 to December 31.
10. 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.
10. 3. Annual Report- The Annual Report as organized and finalized by the Secretary with assistance and input from the full Executive Board and Chairs of the Standing Committees, Ad Hoc Committees and Task Forces will include a full financial report for the year and as well as year- end reports. In addition to a report of activities, the Annual Report will include recommendations for organizational and programmatic improvements.
- 10.4. Archives- The Secretary has oversight to insure that all documents as described in the *Records Retentions and Destruction Policy* found in the *ATHNA Administrative Policies and Procedures Manual* are digitally archived in the Administration Portal of the Corporation website in a timely manner with backups and original document storage as may be required by NY State non-profit incorporation regulations. Such documents include but are not limited to: Minutes of Board and EC meetings,

Committee and Task Force Reports, the Annual Report, contracts, grants, and historical documents of importance.

Article 11: Confidentiality, Code of Ethics, and Intellectual Property Protection

11.1 Confidentiality Policy for Officers, the Board of Directors and Members

Respecting the privacy of our members is a basic value of ATHNA. Personal, financial, proprietary, confidential and privileged information should not be disclosed or discussed with anyone without permission or authorization from the President. It is the policy of ATHNA that such information must be kept confidential both during and after terms of membership. Officers, Directors and members are expected to return materials containing privileged or confidential information at the time of expiration of service. Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal from ATHNA

11.2 Code of Ethics of Travel Health Nursing

ANA's *Code of Ethics for Nurses with Interpretive Statements* is applicable for all nurses. All members of ATHNA are expected to fully abide by all aspects of the *Code of Ethics of Travel Health Nursing*. Failure to do so can subject the person(s) to appropriate discipline, including removal / dismissal.

11.3 Intellectual Property Protection

The name of the American Travel Health Nurses Association and its logo are the intellectual property of the Corporation. No one may use the name, acronym, the organization's logo, images, or other intellectual property such as original content, downloadable content or other assets without expressed written permission of the President. Unauthorized use of the organizations' intellectual property can subject the person(s) to appropriate discipline, including removal / dismissal / or legal action.

Article 12: REVIEW AND AMENDMENTS TO BYLAWS

These Bylaws may be amended, or new Bylaws adopted upon the affirmative vote of 2/3 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 will then be afforded a minimum of 30 days to review any proposed changes to the Bylaws before a vote is called. The Board of Directors must arrange a thorough review of the Bylaws every five years or as needed by a majority vote of the Board.

Article 13: 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.

Amendment #1

Duties of the Board of Directors

The fundamental legal duties of each individual board member include:

- Duty of Care — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- Duty of Loyalty — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity.
- Duty of Obedience — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.
- Fiduciary Duty- Requires Board members to stay objective, unselfish, responsible, honest, trustworthy, and efficient. Board members, as stewards of public trust, must always act for the good of the organization, rather than for the benefit of themselves.

Responsibilities of All Non-profit Board of Directors

1. Determine mission and purposes, and advocate for them.
2. Select the President.
3. Support and evaluate the President.
4. Ensure effective planning.
5. Monitor and strengthen programs and services.
6. Ensure adequate financial resources.
7. Protect assets and provide financial oversight.
8. Build and sustain a competent board.
9. Ensure legal and ethical integrity.
10. Enhance the organization's public standing.

Specific Responsibilities of the Board of Directors may include:

- Approve the budget.
- Review, sign, and assure submission of annual reports.
- Review and authorize personnel policies relevant to hiring, promotion, dismissal, compensation, whistleblowers, independent contractors, key employees, sexual harassment, and fairness to the disabled and other groups.
- Routinely meet quarterly, and as needed, even if only electronically.
- Review and approve plans of reorganization, growth, and contraction.
- Review and approve major gifts, including the terms of the gifts.
- Review and approve the organization's plans to do major borrowing.
- Review and approve the organization's investment policy and plans to open banking and other financial accounts.

Amendment#2

Responsibilities of the President

1. Ensure the organization's activities are compliant and in furtherance of its mission.
2. Lead, manage, and develop the organization's organizational culture.
3. Develop, implement, monitor, and assess the organization's programs (including their impact).
4. In collaboration with the Treasurer, develop, implement, monitor, and assess sound and compliant financial management practices (including budgeting).
5. Develop, implement, monitor, and assess sound and compliant fundraising practices.
6. Develop, inform, and support the Board and the Board committees to carry out their governance functions.
7. Partner with the Executive Committee to help ensure the Board's directives, policies, and resolutions are carried out
8. Develop and maintain beneficial relationships with supporters, collaborators, vendors, and other stakeholders
9. Ensure effective external communications about the organization and its mission, priorities, importance, programs, and activities

10. Champion the organization and advocate its mission to internal and external stakeholders
11. Keep the organization's leadership informed of significant developments and changes in the internal and external environment
12. Lead the organization's planning processes
13. Ensure legal compliance (including all required filings) and sound risk management practices

Approved as revised by a unanimous vote of the ATHNA Board of Directors, December 2020

Next review: December 2025 or as may be needed in accordance with ANA guidelines and New York State Incorporation Regulations

Amended August 12, 2022 to remove wording about bonding.