



**BYLAWS
OF
NANDA INTERNATIONAL, INC.
Adopted TBC**

Table of Contents

	.Page
Article I Title, Purpose and Function	4
Section 1.01 Title	4
Section 1.02 Principal and Business Offices	4
Section 1.03 Purpose	4
Section 1.04 Function	4
Section 1.05 Restrictions	4
Section 1.06 Equal Rights	4
 Article II Membership.....	 4
Section 2.01 Composition.....	4
Section 2.02 Regular Member	4
Section 2.03 Fellows	5
Section 2.04 Associate Member	5
Section 2.05 Membership Years.....	5
Section 2.06 Network Group	5
 Article III Financial Administration.....	 6
Section 3.01 Fiscal Year.....	6
Section 3.02 Dues	6
Section 3.03 Accountability.....	6
 Article IV Assembly of Membership	 6
Section 4.01 Purpose	6
Section 4.02 Meetings of the General Assembly.....	6
Section 4.03 Special Meetings	6
Section 4.04 Notice of Meetings; Waiver of Notice.....	6
Section 4.05 Action Without a Meeting by Written Consent of Members	7
Section 4.06 Voting by Ballot	7
Section 4.07 Voting Process for Members.....	7
Section 4.08 Biennial Election of Board Members	7
Section 4.09	7
 Article V Board of Directors	 8
Section 5.01 General Powers	8
Section 5.02 Composition.....	8
Section 5.03 The Term of Office.....	8
Section 5.04 Meetings	8



Section 5.05 Meetings by Electronic Means of Communication	9
Section 5.06 Notice of Meetings; Waiver of Notice	9
Section 5.07 Action Without a Meeting	9
Section 5.08 Director's Assent	10
Section 5.09 Board of Directors Vacancy	10
Section 5.10 Duties of the Board of Directors	10
Section 5.11 Retiring Members	11
Section 5.12 Vote of No-Confidence for a Board of Directors Member	11
Section 5.13	11
Article VI Officers, Chief Executive Officer and Duties	11
Section 6.01 Appointment and Tenure	11
Section 6.02 Executive Committee	12
Section 6.03 Vacancy	12
Section 6.04 Removal	12
Section 6.05 Resignations	12
Section 6.06 The Chairperson of the Board	12
Section 6.07 Contracts	12
Section 6.08 Compensation	13
Section 6.09 Power, Authority, and Duties	13
Section 6.10 President	13
Section 6.11 President-Elect or Deputy President	13
Section 6.12 Secretary/Treasurer	13
Section 6.13 Director of Diagnosis Development	14
Section 6.14 Director of Research	14
Section 6.15 Director of Education and Clinical Innovation	15
Section 6.16 Director of Informatics	16
Section 6.17 CEO	16
Section 6.18 Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College	17
Article VII Committees and Task Force(s)	18
Section 7.01 Composition	18
Section 7.02 Terms of Committee and Task Force Membership	18
Section 7.03 Composition and Selection of Committee and Task Force Members	18
Section 7.04 Description of Committee Duties	19
(a) Bylaws Committee	19
(b) Nominations Committee	19
(c) Membership & External Relations Committee	20
(d) Conference Planning Committee	20
(e) Diagnoses Development Committee and Task Force(s)	20
(f) Informatics Task Force(s)	21
(g) Education and Clinical Innovation Task Force(s)	21
(h) Research Task Force(s)	21



Article VIII Elections	21
Section 8.01 Election Schedule	21
Section 8.02 Nominations.....	21
Section 8.03 Election Procedure.....	21
Section 8.04 Election Results	21
Article IX Quorum and Voting	22
Section 9.01 General Assembly.....	22
Section 9.02	22
Section 9.03 Special Meetings	22
Section 9.04 Board of Directors	22
Article X Parliamentary Authority	22
Article XI Amendments	22
Section 11.01 Proposal of Amendments	22
Section 11.02 No Notice.....	23
Article XII Dissolution	23
Article XIII Indemnification	23
Article XIV Seal	23
Article XV Effective Date	24



BYLAWS OF NANDA INTERNATIONAL, INC.

Article I TITLE, PURPOSE, AND FUNCTION

Section 1.01 Title. The name of this Association shall be NANDA International, Inc. NANDA International, Inc. shall also be known as NANDA-I.

Section 1.02 Principal and Business Offices. The Association may have such principal and other business offices, either within or outside the state of Wisconsin, as the Board of Directors may designate or as the Association's business may require from time to time.

Section 1.03 Purpose. This Association is organized to promote nursing diagnoses, standardized nursing languages, nursing diagnosis related education and research globally and to encourage the development of nursing knowledge from a conceptual and/or theoretical basis of the nursing discipline.

Section 1.04 Function. The Association serves as a steward and resource for the development, refinement, dissemination and promotion of nursing diagnostic terminology and taxonomic structure for use by professional nurses globally and promotes the development of concept- and theoretical-based nursing knowledge.

Section 1.05 Restrictions. The Association qualifies as a tax-exempt organization within the meaning of section 501(c)(6) of the U.S. Internal Revenue Code. The affairs of the Association shall be conducted in such a manner as to qualify for tax exemption under that provision.

Section 1.06 Equal Rights. The purposes of this Association shall be unrestricted by consideration of race, ethnicity, age, gender, religion, or sexual orientation.

Article II MEMBERSHIP

Section 2.01 Composition. The membership of NANDA-I will consist of Regular, Fellows, and Associate members whose dues are current. Any member who fails to pay the dues within four (4) months after they become payable shall be dropped from membership.

Section 2.02 Regular Member. A Regular Member is one who holds unrestricted



licensure or a comparable credential to practice as a professional nurse. Nurses with inactive or retired status licensure may also be Regular Members. Regular Members are entitled to vote, hold office, serve on committees, and otherwise actively participate in activities of the Association.

Section 2.03 Fellows. The Board may offer Fellowships of NANDA International. Fellows will be regular members of at least ten years standing and have been evaluated against a set of criteria maintained by the President. The standing Fellows will vote on nominations. In the event of disagreement or tied votes, the NANDA-I President will have the deciding vote. Fellows are entitled to use the designation “FNI”, so long as their membership dues are in good order. Any Fellow who fails to pay the dues within four (4) months shall be dropped from Fellowship and must cease to use the designation “FNI”.

Section 2.04 Associate Member. An Associate Member is one who does not qualify as a Regular Member, but who shares an interest in the purposes of the Association. Employees of vendors, such as publishing and informatics companies, and pre-licensed nursing students may be Associate Members, in addition to Institutions relating to nursing education, practice, research or representation (e.g. ANA). Associate Members do not have a vote, may not hold office, and may not serve as an elected member on committees. They may participate in other activities of the Association as appropriate.

Section 2.05 Membership Years. The membership years shall be a period of 24 consecutive months, beginning on the first day of membership.

Section 2.06 Network Group. Network Groups provide a framework for NANDA-I members to foster the work of NANDA-I and promote membership within a country, region, language, or clinical specialty. The Chief Executive Officer (CEO), or an assigned member of the Board of Directors, reviews the application which will then be taken to the Board of Directors for approval. Each Network Group must designate a Coordinator, who is a regular member of NANDA-I, to serve as the liaison between the Network Group and the Board of Directors. This Coordinator must be voted upon by the members at least every two years, and no coordinator can serve more than two terms. All coordinators must have strong skills in English language, and be able to converse and write in English, as it is the official language of the Association. All members of Network Groups must be active members of NANDA-I; a minimum of ten regular NANDA-I members are required in order to form a Network Group. Network Groups shall be operated according to NANDA-I Bylaws and Network Group policies, and **shall not** have separate leadership structures or committees without approval from the Board of Directors. Annual reports must be provided to the NANDA-I Board of Directors. These groups may not request or require additional fees from members for local dues, without the express written consent of the NANDA-I CEO. The name of NANDA-I, its logo, and/or any copyrighted NANDA-I information **may**



not be used by the Network Groups without the express, written consent of the NANDA-I CEO. Groups may not sponsor conferences or seminars using the NANDA-I name without the express, written consent of the NANDA-I CEO. The Board of Directors reserves the right to dissolve a Network Group that does not function in accordance with the aims and objectives of the organization and its bylaws.

Article III FINANCIAL ADMINISTRATION

Section 3.01 Fiscal Year. The fiscal year will be a period of twelve (12) consecutive months beginning July 1 and ending June 30 of the following year.

Section 3.02 Dues. The dues of this Association shall be set by the Board of Directors with the approval of a simple majority of the General Assembly or by a majority of a mail or electronic ballot of the membership.

Section 3.03 Accountability. The Board of Directors is accountable to the general membership for prudent fiscal management. A fiscal audit will be commissioned every two years by an independent accounting firm.

Article IV ASSEMBLY OF MEMBERSHIP

Section 4.01 Purpose. The General Assembly will elect the voting members of the Board of Directors of NANDA-I.

Section 4.02 Meetings of the General Assembly. The General Assembly will meet at least once every thirty (30) months. The receipt of a written or electronic notice of the date, time, and place of each regular meeting at least thirty (30) days in advance will be sufficient notice of the meeting.

Section 4.03 Special Meetings. Special meetings of the membership shall be called by the President upon majority vote of the Board of Directors, or upon the written request of at least 51% of the membership. Each member will be sent a written or electronic notice at least ten (10) days prior to the date of the meeting. Only those matters mentioned in the meeting notice may be acted upon at the meeting.

Section 4.04 Notice of Meetings; Waiver of Notice. Notice may be communicated by fax, email or other form of electronic transmission, by private carrier, or in any other manner provided by Chapter 181. A member may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The Waiver

of Notice must be in writing and signed whether before or after the time stated therein and placed in the minutes or filed with corporate records. If a member participates in a meeting or votes without objecting to an improper notice, then any defective notice argument is waived.

Section 4.05 Action Without a Meeting by Written Consent of Members. Any action required to be approved by the members may be approved without a meeting of members if the action is approved by members holding not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to the Association for inclusion in the minutes or filing with the corporate records. Within ten (10) days after action taken by the consent of members pursuant to this bylaw becomes effective, the Association shall give notice of the action to members who would have been entitled to vote on the action if a meeting were held but whose votes were not represented on the written consent or consents. All signatures on the written consent shall be dated, and only those signatures dated after the date of the most recent meeting of the members may be counted. "In writing" or "written" includes a communication that is transmitted or received by electronic means. "Sign" includes executing an electronic signature.

Section 4.06 Voting by Ballot. Any communication between/among the Association and the membership, including meeting notices, proxies, and ballots, may be made using electronic means, if permitted by the Board of Directors and if allowed by law.

Section 4.07 Voting Process for Members. Members may take action outside of a meeting by written ballot (print or electronic). The number of ballots cast must equal the quorum that would be required for an in-person meeting, and the number of approvals must equal or exceed the number of votes that would be required for a matter to pass in an in-person meeting. "Written ballot" includes a ballot transmitted or received by electronic means.

Section 4.08 Biennial Election of Board Members. Every two years, the voting members of the Association shall elect at least two (2) members of the Board of Directors. The election of Board of Director members may be done via online electronic voting. The voting will be by simple majority vote by the members. The voting process shall start at least sixty (60) days before the biennial meeting, and it will conclude thirty (30) days before the biennial meeting. The results will be announced at the biennial meeting.

Section 4.09 Members must cast their own vote either at an in-person meeting or by mail or electronic vote. No proxy votes are accepted.

Article V BOARD OF DIRECTORS

Section 5.01 General Powers. The Association's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 5.02 Composition. The Board of Directors of the Association shall consist of at least five (5) elected positions: President, President-Elect (elected during the last two years of the current President's term), Secretary/Treasurer, and the Directors of Research, Education & Clinical Innovation and Informatics. The Director of Diagnosis Development and the Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College serve as ex-officio members of the Board of Directors. During the period of time when there is no President-Elect, one of the Directors or an ex-officio member of the Board shall be appointed as the Deputy President by the Board.

Section 5.03 The Term of Office. The term of office of each member of the Board of Directors of the Association will be four years. A member who has served more than a half of a term, will be deemed to have served a full term. The term of office will commence at the end of the Association's biennial conference and will continue until the expiration of the term of office, as long as a successor is elected. The term of officers of the Board of Directors of the Association will be four years, except for the President-Elect who serves two years. A member of the Board of Directors of the Association is limited to one consecutive term (four years) in office, with the exception of the President-Elect who will become President of NANDA-I and then optionally an ex-officio member of the Board for an additional two years. In addition, the need for Board of Director experience may further exempt a candidate for President-Elect from a year limitation, at the discretion of the Board of Directors. After a four-year break in term, an individual may serve one last four-year term, for a total of eight years total service on the Board of Directors for a lifetime. A director may resign at any time by delivering his or her written resignation that complies with the provisions of Chapter 181 to the Board of Directors, the chairperson of the Board of Directors, or the Association. Directors and officers need not be residents of the state of Wisconsin or of the United States of America.

Section 5.04 Meetings. The Board of Directors shall meet at least six (6) times annually during the fiscal year of the Association. Regular meetings shall consist no more than one face-to-face meetings, held at a location to be announced, arranged whenever possible to occur before and/or after the NANDA-I conferences, and a minimum of five (5) meetings held by electronic means of communication. Special meetings may be called with a ten (10) day notice to each of the Board of Directors members. Special meetings may be

called by the President or by written request by three (3) or more Board of Directors members. The person or persons authorized to call special Board of Directors' meetings may fix any place, either within or outside the state of Wisconsin or via electronic means, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be the Association's principal office in the state of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

Section 5.05 Meetings by Electronic Means of Communication. To the extent provided in these bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that (1) all participating directors may simultaneously hear each other during the meeting, or, (2) all communication during the meeting is immediately transmitted to each participating director, and that each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place and which official business may be transacted.

Section 5.06 Notice of Meetings; Waiver of Notice. Notice of each regular Board of Directors' meeting shall be delivered to each director at his or her business address or at such other address as the director shall have designated in writing and filed with the Secretary/Treasurer. Notice may be given by fax, email or other form of electronic transmission, by private carrier, or in any other manner provided by chapter 181. Notice shall be given not less than forty-eight (48) hours before the meeting being noticed, or seventy-two (72) hours (10-day notice for special meetings) before the meeting being noticed if the notice is given by mail or private carrier. Written notice is effective at the earlier of the time it is received or five days after it is deposited with postage prepaid in the United States mail. A director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 5.07 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more

written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last director signs the consent or upon such other effective date as is specified in the consent.

Section 5.08 Directors' Assent. A director of the Association who is present and is announced as present at a meeting of the Board of Directors or of a committee of the Board of which he or she is a member, at which meeting action on any Association matter is taken, shall be deemed to have assented to the action taken unless (1) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (2) the director dissents or abstains from an action taken and minutes of the meeting are prepared that show such dissent or abstention; (3) the director delivers written notice that complies with the provisions of Chapter 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Association immediately after the adjournment; or (4) the director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the director's dissent or abstention, and the director delivers to the Association a written notice of that failure that complies with the provisions of Chapter 181 promptly after receiving the minutes. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 5.09 Board of Directors Vacancy. Vacancy occurs in the case of resignation or absence of a member of the Board of Directors from one day or more of two regularly scheduled meetings in succession unless excused by the President. Such a vacancy, except for the offices of President and President-Elect, will be filled by appointment by majority vote of the Board of Directors. An appointed director shall serve for the remainder of the four-year term for the vacated position.

Section 5.10 Duties of the Board of Directors. The Board of Directors shall have authority over the business of the Association. The Board of Directors will perform the following duties and others as delegated to it by the Association.

- (a) Delegate operations of the organization, fix compensation, and set dues for approval by the General Assembly as indicated in Section 3.02.
- (b) Establish administrative policies governing the affairs of the Association.
- (c) Develop/implement a biennial strategic plan toward the accomplishment of the Association's purposes.
- (d) Make operational business decisions. These operational business decisions

would be communicated to the General Assembly in the Board of Directors' biennial report.

- (e) Provide a biennial report to the membership at a regular meeting of the Association.
- (f) Act as the custodian of the property, securities and records of the Association; select a place for the deposit of funds of the Association; provide for the biennial audit of the books of the Association; provide for bonding of the Board of Directors and officers as it may deem necessary and provide for payment of authorized expenses.
- (g) Establish and dissolve task forces and appointments to accomplish the purposes of this Association.
- (h) Fill vacancies for officer positions and committees.
- (i) Set the date and place of the General Assembly.
- (j) Adopt a biennial budget and review/revise said budget at least annually.
- (k) Perform other duties as assigned elsewhere in the Bylaws of the Association.

Section 5.11 Retiring Members. All retiring members of the Board of Directors shall deliver to the Association within one month all Association property in their possession.

Section 5.12 Vote of No-Confidence for a Board of Directors Member. Members of the Board of Directors may elect to remove a Board of Directors member from serving on the Board of Directors by a vote of no confidence if actions of the Board of Directors member obstruct the work of the Board of Directors and Association. A majority of Board of Directors members must vote for no-confidence. The Board of Directors member removed must turn in all NANDA-I property within a two-week period.

Section 5.13 Partners/spouses are disallowed on the Board at the same time.

Article VI OFFICERS, CHIEF EXECUTIVE OFFICER, AND DUTIES

Section 6.01 Appointment and Tenure. The voting members of the Board of Directors shall be elected by the membership. Each officer shall hold office until his or her



successor shall have been duly elected or until his or her death, resignation, or removal. In the event of death, resignation or removal, the President may appoint, with approval of the Board, a replacement for any member of the Board of Directors, to serve out the original term.

Section 6.02 Executive Committee. The Executive Committee of the Association will be the CEO, President, President-Elect or Deputy President, and Secretary/Treasurer. These officers are members of the Board of Directors, and are authorized to transact the business of the Association between meetings of the Board of Directors. The President-Elect, Deputy President, and Secretary/Treasurer will assist the President as needed. Each officer shall also perform the duties usually performed by such Officers, as specified in these Bylaws or as designated by the Board of Directors.

Section 6.03 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office. The office of President will be filled by the President-Elect or Deputy President. The office of Secretary/Treasurer will be filled by appointment by the Board of Directors until the next regularly scheduled election for that office. A vacancy in the office of President-Elect will be filled only through the general membership election process.

Section 6.04 Removal. The Board of Directors may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An officer may remove, with or without cause, any officer or assistant officer who was appointed by that officer.

Section 6.05 Resignations. Any officer may resign at any time by giving written notice to the Association, the Board of Directors, the President, or the Secretary/Treasurer. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Board of Directors accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.06 The Chairperson of the Board. The President shall be the Chairperson of the Board of Directors. If and while there is an incumbent of the office, the President shall preside at all members' and directors' meetings at which he or she is present. The Chairperson of the Board shall have and exercise general supervision over the conduct of the Association's affairs and over its other officers, subject, however, to the Board's control. The CEO shall, from time to time, report to the Board all matters within his or her knowledge that the Association's interests may require to be brought to the Board's notice.

Section 6.07 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Association's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 6.08 Compensation. Unless authorized by the Board of Directors, elected Officers will not receive any compensation for their services but may be reimbursed for their expenses.

Section 6.09 Powers, Authority, and Duties. Officers of the Association shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the officer who appointed them, in addition to and to the extent not inconsistent with those specified in other sections of this Article Six. The Executive Committee is authorized to assist the President with the business of the Association and to transact the business of the Association between meetings as may be required. The Executive Committee may add members to committees, as deemed necessary to complete the work of the Association.

Section 6.10 President. The President is the chairperson of the Board of Directors and ex-officio member of all committees and task forces, except the Nominations Committee. The President presides at all meetings of the Association, appoints ad-hoc committees or task forces, serves as the Association's representative, and performs other duties as assigned by the Board of Directors. The President reports to the Board of Directors. The President monitors the performance of the CEO and mentors and works closely with the President-Elect.

Section 6.11 President-Elect or Deputy President. The President-Elect or Deputy President assumes the duties of the President in case of the President's absence and performs other duties as assigned by Board of Directors. The President-Elect works closely with the President to reflect on priorities and develop future organization goals and international leadership skills. The President-Elect or Deputy President chairs the Conference Planning and oversees the Membership & External Relations Committee, which is chaired by the Secretary/Treasurer.

Section 6.12 Secretary/Treasurer. The Secretary/Treasurer oversees all financial holdings and overall accounting of finances of the Association, including the annual budget and financial reports and is responsible for overseeing the procurement and accuracy of the minutes of all proceedings of the Association and the Board of Directors. The Secretary/Treasurer works closely with the Board of Directors on all financial matters

of the Association and performs other duties as assigned by the Board of Directors. This position chairs the Membership & External Relations Committee and participates as a member of the Executive Committee.

Section 6.13 Director of Diagnosis Development. The President and Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College shall appoint the Director of Diagnosis Development. The term of appointment and salary are negotiated by the President of the Association.

- (a) The Director of Diagnosis Development shall search for and recommend members for task forces to complete work related to Diagnosis Development to the Board of Directors for approval.
- (b) The Director of Diagnosis Development shall attend all Board of Directors meetings, as an ex-officio member.
- (c) The Director of Diagnosis Development shall function as the editor (or the first editor) of the organization's publication, *NANDA International nursing diagnoses: definitions and classification*, with royalties to be determined by the Board of Directors.
- (d) The Director of Diagnosis Development shall collaborate with the Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College to develop and refine nursing terminology and taxonomic structure(s), and to develop evidence-based tools for approval of such terms.

Section 6.14 Director of Research. The Director of Research drives and oversees the Association's research and evidenced-based practice endeavors and in collaboration with key stakeholders, especially the President, Chair of Diagnosis Development and Program Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College, develops an ambitious yet achievable annual research plan. Key deliverables include:

- (a) Developing models to validate diagnoses and establishing a more robust evidence-base for defining characteristics and other elements of the classification.
- (b) Providing information about research priorities and on-going research programs for the Association's website on a regular basis, and engaging with members requiring research consultation and other stakeholders as required.
- (c) Proactive collaboration with and support of the Program Director of the Gordon

Program for Clinical Reasoning and Knowledge Development at Boston College in applying for research grants, and effectively conducting horizon scanning for research grant opportunities internationally.

- (d) Working closely with the Board of Directors on all research matters of the Association and performs other duties as assigned by the Board of Directors.
- (e) This position chairs the Research Task Force and selects the members for approval by the Board of Directors. S/He may be asked to support a range of other committees, including the Diagnosis Development Committee, Conference Committee and NANDA International Foundation Board.

Section 6.15 Director of Education and Clinical Innovation. The Director of Education and Clinical Innovation drives and oversees the Association's educational endeavors and leads on clinical innovation at all levels. Active promotion of the importance of nursing diagnoses in the development and delivery of education and the criticality of high quality education specific to nursing diagnosis for safe patient care. In collaboration with key stakeholders, especially the President, Director of Diagnosis Development, Program Director of The Gordon Program for Clinical Reasoning and Knowledge Development at Boston College and the Director of Research, s/he will develop an ambitious yet achievable annual educational plan. Key deliverables include:

- (a) Developing creative educational products to improve the clinical application of nursing diagnoses.
- (b) Effectively networking with educational partners.
- (c) Providing information about educational priorities and on-going educational programs for the Association's website on a regular basis and engaging with members and other stakeholders as required.
- (d) Proactive collaboration with colleagues internationally and the effective conduct of horizon scanning for relevant educational opportunities.

The Director of Education & Clinical Innovation works closely with the Board of Directors on all educational and clinical innovation matters and performs other duties as assigned by the Board of Directors. This position chairs the Education Task Force and selects the members for Board approval. They may be asked to support a range of other committees including the Diagnosis Development Committee, conference committee and NANDA International Foundation Board.

Section 6.16 Director of Informatics. The Director of Informatics drives and oversees the Association's informatics endeavors and strives to address the issues of the NANDA-I taxonomy's presence in world-wide electronic and digital information systems. These include, but may not be limited to, the Unified Medical Language System (UMLS) and the Systematized Nomenclature of Medicine -- Clinical Terms (SNOMED-CT). In collaboration with key stakeholders, especially the President, Director of Diagnosis Development, Program Director of The Gordon Program for Clinical Reasoning and Knowledge Development at Boston College and the Director of Research, s/he will develop an ambitious yet achievable annual informatics plan. Key deliverables include:

- (a) Serving as an accessible, knowledgeable and responsive point person for NANDA-I members to discuss and explore the ability of using NANDA-I terms in vendor-generated systems.
- (b) Effectively representing NANDA-I with relevant partners and other organizations in the area of informatics.
- (c) Providing information about informatics priorities for the Association's website on a regular basis and engaging with members and other stakeholders as required.
- (d) Proactive collaboration with colleagues internationally and the effective conduct of horizon scanning for relevant informatics opportunities and challenges.

The Director of Informatics works closely with the Board of Directors on all informatics matters and performs other duties as assigned by the Board of Directors. This position chairs the Informatics Task Force and selects the members for Board approval. They may be asked to support a range of other committees including the Diagnosis Development Committee, conference committee and NANDA International Foundation Board.

Section 6.17 Chief Executive Officer. The Board of Directors shall appoint and delegate to the CEO the authority to manage the Association according to policies established by the membership and the Board of Directors. The term of appointment and salary are negotiated by the President of the Association.

- (a) The CEO reports directly to the President, shall be accountable to the Board of Directors, and may be removed by the Board of Directors for cause.
- (b) The CEO shall employ, direct, promote, and terminate staff of the Association.

The CEO shall enter into contracts on behalf of the organization for publications, conference, and other potential revenue opportunities for the organization.

- (c) The CEO shall provide a general orientation for all elected and appointed officials and provide liaison and staff support to committees, workgroups, and task forces to enable them to perform their functions, as available.
- (d) The CEO shall attend all Board of Directors meetings and may only vote in the event of a tie.
- (e) The CEO may represent the Association and serve as spokesperson on matters of established policy and positions.
- (f) The CEO shall manage the NANDA-I Network Groups on behalf of the Board of Directors

Section 6.18 Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College. The Board of Directors shall appoint the Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College from within available and suitably qualified and experienced Faculty members, in collaboration with the Dean of the Boston College Connell School of Nursing. The term of appointment and salary are negotiated by the President of the Association and the Dean of the Connell School of Nursing at Boston College.

- (a) The Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College shall function as an ex-officio member of the NANDA-I Board of Directors.
- (b) The Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College will actively collaborate with the Association via the Board of Directors.
- (c) The Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College will actively seek opportunities to grow the work of the program through research grants and other opportunities in collaboration with the Board of Directors.
- (d) The Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College will collaborate with the Board of Directors to develop a system of international collaborating centers with the aim of furthering the Association's and Program's scholarly objectives

Article VII COMMITTEES AND TASK FORCES

Section 7.01 Composition. The Association will have the following standing committees: Bylaws, Membership and External Relations, Nominations and Conference Planning. Directors of Diagnosis Development, Education & Clinical Innovation, Informatics, and Research will form Task Forces as needed to fulfill strategies of the Association, as approved by the Board of Directors. The Board of Directors may form additional committees and task forces, as necessary, to fulfill the functions of the Association.

Section 7.02 Terms of Committee and Task Force Membership. Members of standing committees will serve a four (4) year term, with the exception of the Conference Planning, which will serve a two (2) year term. A member may be re-elected/reappointed one time, and serve no more than eight successive years on the same committee, unless an exemption is approved by the Board of Directors. Members of task forces shall be appointed by the Chair of each Committee or Task Force, with approval of the Board of Directors, and will serve the stipulated period for each task.

Section 7.03 Composition and Selection of Committee and Task Force Committee Members. Each committee will be composed of NANDA-I Regular Members. All task forces will have a majority composed of NANDA-I Regular Members; however, subject matter experts from outside the Association may be included if it is felt this would improve the quality of the work being conducted by a particular task force.

- (a) The Chairperson of the Conference Planning Committee is the President-Elect or Deputy President.
- (b) The Chairperson of the Membership & External Relations Committee is the Secretary/Treasurer of the Board of Directors.
- (c) The Chairperson of the Diagnosis Development Committee (and Task Forces) will be the Director of Diagnosis Development.
- (d) The General Assembly/Membership elects all three (3) members of the Nominations Committee and one half of the Bylaws Committee members. The other half of the Bylaws Committee members will be appointed by the President in consultation with the Executive Committee. Chairpersons of these Committees are determined by the highest number of votes of the respective committee candidates.

- (e) The Diagnosis Development, Informatics, Education & Clinical Innovation, and Research Task Forces will have members appointed by the Board of Directors, upon recommendations by the Chairs of those Task Forces for specific purposes and time periods. Those recommendations are to be the result of a structured call for participation to the full General Assembly, which will occur as follows:
 - (1) Calls will be sent out to the membership by individual Directors regarding these Task Forces, with a request to apply for a position on a task force, based on role description, time commitment, and expertise required.
 - (2) There may be more than one Task Force being operated by any one Director at any time, based on the needs identified, and with approval of the Board of Directors.
- (f) A member can serve as a member of only one committee or task force at one time.
- (g) Half of the members of the Conference Planning Committee will be identified by the Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College, with the other half appointed by the President, in consultation with the Board of Directors.

Section 7.04 Description of Committee and Task Force Duties. Each committee's work will uphold the purposes of the Association, the sovereignty of the membership, and the collaborative commitment necessary to conduct the functions and business of the Association. Furthermore, the committees and task forces will function within the Policies and Procedures of the Association. All chairpersons of committees and task forces will submit reports to the Board of Directors at least one week prior to each Board meeting, on a rotating schedule as determined by the President.

- (a) **Bylaws Committee:** Makes recommendations to the Board regarding the currency of the Association's Bylaws through a process of review and revision. The committee solicits suggestions from the membership prior to the General Assembly regarding the need for change or revision. The committee drafts revisions and updates for review by the Board. The committee reviews the Bylaws at least every two years.
- (b) **Nominations Committee:** Recommends and conducts the nominations and electoral processes of the Association. The committee solicits nominations for the Board of Directors and committees, prepares the ballot, and conducts the election for the Directors and Nominating Committee biennially. This

committee prepares a slate confidentially, and in total independence from the Board of Directors and CEO of the Association.

- (c) **Membership & External Relations Committee:** Formulates and implements strategies for (a) membership recruitment & retention and (b) maintenance and development of the relationships of the Association globally. The committee will conduct membership initiatives, monitor membership data and trends, and recommend marketing plans. The committee will maintain relations with other professional and specialty organizations, make recommendations to the Board about collaborative initiatives, and collaborate with other committees to assure consistent representation of the Association to the nursing and health-related communities. The committee is chaired by the Secretary/Treasurer of the Board of Directors. The CEO assists the committee to assure accurate and timely membership enrollment and services, press releases, and other matters related to external relations.
- (d) **Conference Planning Committee:** Plans, implements, and evaluates the Association's Conferences. The duties include but are not limited to scholarly program development, relations with presenters, venue selection and coordination, lodging and catering arrangements, contact hour approvals, and submission of evaluation reports after each conference. The committee works closely with the Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College and is assisted by the CEO to assure efficient use of resources and effective implementation of conference components.
- (e) **Diagnosis Development Committee and Task Force(s):** Formulates and conducts review processes of proposed diagnoses. There will be one standing committee, and multiple task forces. The duties of the standing committee include, but are not limited to:
 - (1) identifying areas of focus for diagnostic development/revision
 - (2) reviewing newly proposed, proposed revisions, or proposed deletions of nursing diagnoses
 - (3) soliciting and disseminating feedback from experts
 - (4) implementing processes to receive and incorporate important feedback from the membership
 - (5) implementing standards for approval/requests for revision/rejection of diagnoses
 - (6) presenting approved/revised/rejected/retired diagnoses to the Board and membership of the Association
 - (7) slotting diagnoses within the taxonomy upon acceptance into the

terminology.

Task forces will be specific to strategic plan items assigned to the Director of Diagnosis Development, and may include groups focused on domain-specific content areas, review of oldest diagnoses in the terminology, etc.

- (f) **Informatics Task Force(s):** The Informatics Task Forces will be specific to strategic plan items assigned to the Director of Informatics.
- (g) **Education & Clinical Innovation Task Force(s):** The Education & Clinical Innovation Task Forces will be specific to strategic plan items assigned to the Director of Education & Clinical Innovation.
- (h) **Research Task Force(s):** The Research Task Forces will be specific to strategic plan items assigned to the Director of Research.

Article VIII ELECTIONS

Section 8.01 Election Schedule. Regular elections will be held every two years, or within thirty (30) months, in accordance with Association Bylaws and policies in conjunction with the general assembly.

Section 8.02 Nominations. The Nominations Committee will solicit nominations from the membership for the officers and voting members of the Board of Directors, chairpersons of Bylaws committee members, and Nominations committee members; accept nomination applications and other required documents; and, review qualifications as established in the Association's policies. Upon completion of the nomination process, the Nominations Committee will prepare the ballot and work with the Program Assistant of the Association to conduct voting. Upon completion of voting, the Chairperson will request a report of the voting results from the Program Assistant and will present the results of the vote to the Board of Directors and then to General Assembly.

Section 8.03 Election Procedure. The ballot will be made available in conjunction with the General Assembly. Voting may be done in an electronic manner, starting sixty (60) days before the General Assembly and ending thirty (30) days before the General Assembly. Voting is a responsibility and benefit of membership. Regular members in good standing are eligible to vote. The Nominations Committee will conduct the election with assistance of the CEO. The President will appoint tellers to complete the vote tally for any in-person voting. For online voting, the Chairperson will request a report of the voting results from the Program Assistant and will present the results of the vote to the Board of Directors and then to the General Assembly. An election is constituted by a plurality of voting members



or by lot in case of a tie vote.

Section 8.04 Election Results. The chairperson of the Nominations Committee, or a designee, will present the report of the election results to the General Assembly/Membership.

Article IX QUORUM AND VOTING

Section 9.01 General Assembly. A minimum of twenty (20) members will constitute a quorum at any regular meeting.

Section 9.02 If less than one-third of the members are in attendance at a General Assembly, only those matters actually mentioned in the meeting notice may be acted upon.

Section 9.03 Special Meetings. A 2/3 / 66.6% majority of the 51% of members requesting a special meeting will constitute a quorum. If the President calls a special meeting of the members, then a minimum of twenty (20) members will constitute a quorum.

Section 9.04 Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless Chapter 181, the Articles of Incorporation, or these Bylaws require the vote of a greater number of directors.

Article X PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order, Newly Revised” shall govern the General Assembly meetings of this Association in all cases and guide the other meetings of the Association to which they are applicable and in which they are not inconsistent with these Bylaws.

Article XI AMENDMENTS

Section 11.01 Proposal of Amendments. Proposed amendments from the Bylaws Committee will be submitted to the Board of Directors Amendments to the Bylaws shall be made by majority vote of the Board of Directors.



Section 11.02 No Notice. These Bylaws may be amended without previous notice at any regular or special meeting of the General Assembly by a 2/3 majority vote of those members present and voting. If notice was provided, then a majority vote of those members present and voting shall be sufficient.

Article XII DISSOLUTION

The Association may be dissolved by a majority vote of the Board of Directors and by a two-third vote cast by members or a majority of the voting power of membership, whichever is less. Upon dissolution and after payment of all liabilities, the remaining assets shall be distributed to the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College provided that no distribution shall be made to any organization not then covered by Section 501(c)(3) of the Internal Revenue Service Code of 1954 or the corresponding provisions of any future federal or applicable tax law.

Article XIII INDEMNIFICATION

The Association shall, to the fullest extent authorized by chapter 181, indemnify any director or officer or committee member of the Association against reasonable expenses and against liability incurred by a director or officer or committee member in a proceeding in which he or she was a party because he or she was a director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer or committee member may otherwise be entitled. The Association shall, to the fullest extent authorized by chapter 181, indemnify any employee who is not a director or officer or committee member of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by chapter 181, indemnify, reimburse, or advance expenses of directors, officers, or committee members.

Article XIV SEAL

The Association shall not have a corporate seal, and all formal Association documents may carry the designation *No Seal* along with the signature of the Association's officer or officers.

Article XV



Effective Date of Bylaws

The effective date of these Bylaws shall be the date of the Wisconsin incorporation of NANDA International, Inc.

I DO HEREBY CERTIFY, that I am the duly appointed, qualified and acting Secretary / Treasurer of NANDA International, Inc., and that the foregoing Bylaws were adopted as the Bylaws of this Association.

IN WITNESS WHEREOF, I have hereunto set my hand this day of October
 , 2018.

Laura Rossi, PhD, RN, FNI
Secretary / Treasurer

APPROVED:

Dickon Weir-Hughes, PhD, RN, FNI
CEO

HISTORY

NANDA International, also known as NANDA-I, formerly known as the North American Nursing Diagnosis Association, adopted its bylaws in March 1994. The Association replaced the National Group for the Classification of Nursing Diagnosis, which was established in 1973. The Association incorporated in the State of Missouri in February 1985, and then moved **incorporation to the state of Wisconsin in 2010**; the Bylaws were amended in March 1986, March 1988, March 1990, April 1992, March 1994, April 2000, April 2002, November 2008, April 2010 **and October 2018**.