

BYLAWS
NANDA INTERNATIONAL, INC

ADOPTED _____

TABLE of CONTENTS

	Page
Article I Name	4
Section 1.01 Name	4
Article II Objectives	4
Section 2.01 Purpose	4
Article III Membership	4
Section 3.01 Classes and Classification	4
Section 3.02 Regular Member	4
Section 3.03 Associate Member	4
Section 3.04 Fellow Member	4
Section 3.05 Membership Years and Dues	4
Article IV Officers	4
Section 4.01 Officers	4
Section 4.02 Compensation	5
Section 4.03 Powers and Authority	5
Section 4.04 President	5
Section 4.05 President-Elect, Deputy President	5
Section 4.06 Secretary/Treasurer	5
Section 4.07 Member At Large	5
Section 4.08 Appointed Directors	5
a) Director of Diagnosis Development	5
b) Director of the Gordon Program for Clinical Reasoning and Knowledge Development	5

Section 4.09	Elected Directors	6
a)	Director of Research Committee	6
b)	Director of Education and Clinical Innovation Committee	6
c)	Director of Informatics Committee	6
d)	Director of Nominations Committee	6
Article V	Meeting of Members	6
Section 5.01	Biennial General Assembly of Members	6
Section 5.02	Special Meetings	6
Section 5.03	Notice of Meetings; Waiver of Notice of Meetings	6
Section 5.04	Action without a Meeting by Consent of Members	7
Section 5.05	Voting Process	7
a)	Voting Schedule	7
b)	Communication among Members	7
c)	Ballot Count to Equal Quorum	7
d)	Casting of a Ballot	7
Article VI	Board of Directors	7
Section 6.01	General Powers/Authority	7
Section 6.02	Composition	7
Section 6.03	Election, Appointment, and Tenure	7
Section 6.04	Term of Office	7
Section 6.05	Removal of Officers	7
Section 6.06	Resignation of Officers	8
Section 6.07	Vacancy	8
Section 6.08	Chairperson of the Board of Directors	8
Section 6.09	Meetings of the Board of Directors	8
Section 6.10	Quorum for Board of Directors Meetings	8
Section 6.11	Meetings of the Board of Directors by Electronic Means	8

	of Communication	
Section 6.12	Notice of Board of Directors Meetings; Waiver of Notice	8
Section 6.13	Action without a Meeting	9
Section 6.14	Executive Committee	9
a)	Chief Executive Officer	9
b)	Past President of the Association	9
Article VII	Committees	9
Section 7.01	Composition, Selection of Committees and Task Force Members	9
Section 7.02	Terms of Committee Membership	9
Section 7.03	Description of Committee Charges	9
a)	Bylaws Committee	9
b)	Nominations Committee	9
c)	Membership and External Relations Committee	10
d)	Conference Planning Committee	10
e)	Diagnosis Development Committee	10
f)	Informatics Committee	10
g)	Education and Clinical Innovation Committee	10
h)	Research Committee	10
Article VIII	Network Groups	10
Article IX	Indemnification	11
Article X	Amendment	11
Article XI	Parliamentary Authority	11
Article XII	Dissolution	11
	Effective Date of Bylaws	11

NANDA INTERNATIONAL BYLAWS

Article I. NAME

1.01. Name. 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 1.05 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.

Article II. OBJECTIVES

2.01. Purpose. The Association is organized to promote nursing diagnoses, standardized 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. The purpose of this Association shall be unrestricted by consideration of race, ethnicity, age, gender, religion, or sexual orientation.

The vision of the Association is to serve 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 to promote development of concept and theory-based nursing knowledge.

Article III. MEMBERSHIP

3.01. Composition Classes and Qualifications. The membership of NANDA International will consist of Regular Members, Associate Members, and NANDA-I Fellows 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.

3.02. Regular Member. A Regular Member is one who holds unrestricted licensure or comparable credentials 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 actively participate in activities of the Association.

3.03. Associate Member. An Associate Member is one who does not qualify as a Regular Member but shares an interest in the Association's purposes. Pre-licensed nursing students, institutions related to nursing education, practice, research, or representation, and employees of vendors may be Associate Members.

3.04. Fellows Member. The Board may offer Fellowships of NANDA International. A Fellow Member is a Regular Member of at least ten years standing who has been evaluated against criteria maintained by the President. Fellow Members will vote on nominations for new Fellows. 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 (Fellow of NANDA International), 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".

3.05. Membership Years and Dues. Membership is current for two years (24 months) following payment of dues. Dues shall be set by the Board of Directors with the approval of a simple majority of the General Assembly or by a majority of mail or electronic ballots of the membership.

Article IV. Officers

4.01. Officers. The Officers of the Association are the Chief Executive Officer, President, President-Elect, Secretary/Treasurer, At Large Member, Appointed Directors (Director of Diagnosis Development and Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College), and Elected Directors (Director of Research, Director of Education and Clinical Innovation, Director of Informatics).

4.02. 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.

4.03. Powers, Authority. Officers 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 IV.

4.04. President. The President is the Chairperson of the Board of Directors and an ex-officio member of all Committees and Task Forces, except for the Nominations Committee and the Bylaws Committee. The President presides at all meetings of the Association, appoints ad-hoc committees or task forces, and performs other duties as assigned by the Board of Directors. The President reports to the Board of Directors. The President shall represent the Association and serve as an official spokesperson on matters of established policy and positions. The President monitors the performance of the CEO, and mentors and works closely with the President-Elect.

4.05. 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 the Board of Directors. The President-Elect works closely with the President and CEO to reflect on priorities and develop future organization goals and international leadership skills. The President-Elect or Deputy President chairs the Conference Planning Committee and oversees the Membership and External Relations Committee, which is chaired by the Secretary/Treasurer.

4.06. Secretary/Treasurer. The Secretary/Treasurer oversees all financial holdings and overall accounting 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 and External Relations Committee and participates as a member of the Executive Committee.

4.07. Member At Large. The Member At Large of the Board of Directors is elected by the membership, is a voting member of the Board of Directors, and may be assigned duties by the President.

4.08. Appointed Directors. The Board of Directors appoints President and Director of the Gordon Program for Clinical Reasoning and Knowledge Development at Boston College shall appoint the Director of the Diagnostic Development Committee and the Director of the Gordon Program for Clinical Reasoning and Knowledge Development. The term of appointment and salary are negotiated by the President of the Association. The Appointed Directors collaborate to develop and refine nursing terminology and taxonomic structure(s) and to develop evidenced based tools for approval of such terms.

a) Director of Diagnosis Development. The Director of Diagnosis Development shall search for and recommend Task Force members to the Board of Directors for approval to complete work related to diagnosis development. The Director of Diagnosis Development shall attend all Board of Directors meetings as an ex-officio member. The Director shall function as an editor, in conjunction with the CEO (first editor) of the organization's publication, *NANDA International Nursing Diagnoses: Definitions and Classification*. Any development or refinement of taxonomic structure is proposed to the NANDA-I membership for input and clarification, and then submitted to the Board of Directors for approval. The Director chairs the Diagnosis Development Committee.

b) Director of the Gordon Program for Clinical Reasoning and Knowledge Development. The Board of Directors shall appoint the Director of the Gordon Program for Clinical Reasoning and Knowledge Development from within available, suitably qualified, and experienced faculty members, in collaboration with the Dean of the Boston College Connell School of Nursing. The Director shall actively collaborate with the Association via the Board of Directors, seek opportunities to grow the work of the Program through research grants and other opportunities in collaboration with the Board of Directors, and develop a system of international collaborating centers with the aim of furthering the scholarly objectives of the Association and the Gordon Program.

4.09. Elected Directors. The Director of the Research Committee, Director of Education and Clinical Innovation Committee, Director of Informatics Committee, and Director of Nominations Committee are elected by the membership.

a) The Director of the Research Committee drives and oversees the research and evidenced-based practice endeavors of the Association. The Director develops an ambitious yet achievable research plan annually in collaboration with key stakeholders, especially the President, the Chair of the Diagnosis Development Committee, and the Program Director of the Gordon Program. The Director chairs the Research Committee. 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) Supporting Diagnosis Development by determining level of evidence for all diagnoses when accepted or revised.

- d) 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.
- e) 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.
- f) 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.

b) The Director of the Education and Clinical Innovation Committee drives and oversees the educational endeavors of the Association 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. The Director 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. and Clinical Innovation Committee.

c) The Director of the Informatics Committee drives and oversees the informatics endeavors of the Association and strives to address issues of the NANDA-I Taxonomy presence in worldwide 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). The Director 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 informatics plan annually. 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. The Director chairs the Informatics Committee Task Force and selects 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.

d) The Director of the Nominations Committee drives and oversees the nominations process for the Association. The Director solicits nominations from the membership for Officers of the Association. The Director accepts nomination applications and required documents and reviews qualifications as established in the Association Policies. The Director chairs the Nominations Committee.

Article V. Meetings of the Members.

5.01. Biennial General Assembly of Members. The Biennial General Assembly will meet at least once every thirty (30) months. Receipt of a written or electronic notice of the date, time, and place of the Biennial meeting at least thirty (30) days in advance will be sufficient notice. A minimum of twenty (20) members will constitute a quorum at any regular meeting.

5.02. 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 before the meeting date. If the President calls a Special Meeting of the members, a minimum of twenty (20) members will constitute a quorum. Only those matters mentioned in the meeting notice may be acted upon at the meeting.

5.03. Notice of Meetings; Waiver of Notice of Membership Meetings. Notice may be communicated by electronic transmission, or by any other manner provided by Chapter 181 of the Wisconsin State Legislature (Nonstock Corporations) <https://docs.legis.wisconsin.gov/statutes/statutes/181/iii/0302>. A member may waive notice required under this section or by law at any time.

5.04. Action Without a Meeting by Written Consent of Members. Any action required to be approved by the membership 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 action at the 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.

5.05. Voting Process.

a) 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 ballots transmitted or received by electronic means.

b) Any communication between/among the Association and members, including meeting notices and ballots, may be made using electronic means, if permitted by the Board of Directors and allowed by law.

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

Article VI. Board of Directors

6.01. General Powers/Authority. The Board of Directors shall have authority over the business of the Association. Such authority of the Board of Directors is subject to the limitations set forth in the Articles of Incorporation. The Board of Directors is accountable to the membership for prudent fiscal management. A fiscal audit will be commissioned every two years by an independent accounting firm. The fiscal year will be twelve (12) consecutive months beginning July 1 and ending June 30 of the following year.

6.02. Composition. The Board of Directors of the Association shall consist of at least five (5) seven (7) elected positions: President, President-Elect (elected during the last two years of the current President’s term), Secretary/Treasurer, Director of Research, Director of Education and Clinical Innovation, Director of Informatics, and one Member At Large. 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 a period 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.

6.03. Section 4.08 Biennial Election of Board Members Election, Appointment, and Tenure. Regular elections will be held every two (2) years or within thirty (30) months in accordance with Association Bylaws and Policies and in conjunction with the General Assembly of Members. The voting members of the Board of Directors shall be elected by the membership of the Association. Each Officer shall hold office until a successor shall have been duly elected or until their resignation, removal, or death. The President, with approval of the Board, may appoint a replacement for any member of the Board of Directors to serve out the original term as needed. 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.

6.04. Term of Office. The term of office of each member of the Board of Directors will be four years, except for the offices of the President and President-Elect which are two-year terms. 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. 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. The term of office will begin at the end of the Biennial Conference of the Association and will continue until the expiration of the term of office.

6.05. Removal of Officers. The Board of Directors may remove any officer or agent 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.

6.06. Resignation of Officers. An officer may resign at any time by giving written notice 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.

6.07 Vacancy. A vacancy in any office because of 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 the Deputy President. The office of Secretary/Treasurer Such a vacancy, except for the offices of President and President-Elect, will be filled by appointment by the Board of Directors to serve until the next regularly scheduled election. A vacancy in the office of President-Elect will be filled only through the general membership election process. An appointed director shall serve for the remainder of the four-year term for the vacated position.

6.08. Chairperson of the Board of Directors. 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 shall have and exercise general supervision of the conduct of the affairs of the Association and its Officers, subject to the control of the Board. 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.

6.09. Meetings of the Board of Directors. The Board of Directors shall meet at least six (6) times during the fiscal year. Regular meetings shall consist of no more than one face-to-face meeting and a minimum of five (5) meetings held by electronic means of communication. Face-to-face meetings are to be held at a location to be announced and arranged to occur before and/or after the NANDA International Biennial Meeting whenever possible.

6.10. Quorum for Board of Directors Meetings. 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,

Wisconsin Statutes, the Articles of Incorporation, or the Bylaws require the vote of a greater number of Directors.

6.11. Meetings of Board of Directors by Electronic Means of Communication. 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 use of any electronic means of communication. Meetings provide that

- a) all participating Directors may simultaneously hear each other during the meeting or
- b) all communication during the meeting is immediately transmitted to each participating Director, and
- c) each participating Director is able to respond to all other participating Directors.

Before commencing 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 at which official business may be transacted.

6.12. Notice of Board of Directors Meetings; Waiver of Notice. Notice of each regular meeting of the Board of Directors shall be delivered to each Director at their 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 electronic transmission or any other manner provided by Chapter 181, Wisconsin Statutes. 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. 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.

6.13. Action without a Board of Directors Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181, Wisconsin Statutes, to be taken by the Board of Directors at a Board meeting may be taken without a meeting if written consent by all Board of Director members setting forth the actions to be taken is obtained and retained in corporate records.

6.14. Executive Committee of the Association. The Executive Committee of the Association will be composed of the Chief Executive Officer, President, President-Elect or Deputy President, and the Secretary/Treasurer. The 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.

- a) Chief Executive Officer. The Chief Executive Officer is appointed by the Board of Directors. The Board of Directors delegates to the Chief Executive Officer 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 shall function as the first editor, in conjunction with the Director of Diagnosis Development, of the organization's publication, NANDA International nursing diagnoses: definitions and classification, with royalties to be determined by the Board of Directors.
- f) The CEO shall represent the Association and serve as an official spokesperson on matters of established policy and positions.
- g) The CEO shall manage the NANDA-I Network Groups on behalf of the Board of Directors

b) Past President. The Past President of the Board of Directors shall participate in the Executive Committee as an ex-officio member.

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 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 VII. Committees

The Association shall have the following standing committees: Bylaws Committee, Membership and External Relations Committee, Nominations Committee, Conference Planning Committee, Diagnosis Development Committee, Education and Clinical Innovation Committee, Informatics Committee, and Research Committee. Directors of the Diagnosis Development Committee, Education and Clinical Innovation Committee, Informatics Committee, and Research Committee 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.

7.01. Composition, Selection of Committee and Task Force Members. Each Committee will be composed of NANDA International Regular Members. All Task Forces will have a majority composed of Regular Members; however, subject matter experts from outside the Association may be included if it is felt that this will improve the quality of the work being conducted by a particular Task Force.

7.02. Terms of Committee and Task Force Membership. Members of standing committees will serve a four-year term with the exception of the Conference Planning Committee which will serve a two (2) year term. A member may be re-elected/appointed one time and serve no more than eight (8) successive years on the same committee unless an exemption is approved by the Board of Directors. A member may serve as a member of only one Committee or Task Force at one time.

7.03. Description of Committee Charges. Each Committee's work will uphold the purposes of the Association, the sovereignty of the members, and the collaborative commitment necessary to conduct the functions and business of the Association.

a) Bylaws Committee. The Bylaws Committee reviews, revises, and recommends changes to the Board of Directors regarding the currency of the Association Bylaws. The committee reviews the Bylaws at least every two years. The membership elects 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. the Chairperson of the Committee.

b) Nominations Committee. The Nominations Committee recommends and conducts the nominations and electoral process of the Association. The membership elects all three (3) members of the Nominations Committee. The Nominations Committee will conduct the election with assistance of a non-voting employee of the Association as determined by the Chief Executive Officer. The membership elects the Chairperson of the Committee. 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 and External Relations Committee. The Membership and External Relations Committee formulates and implements strategies for membership recruitment and retention and the maintenance and development of 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 Chief Executive Officer assists the Committee to assure accurate and timely membership enrollment and services, press releases, and other matters related to external relations. The Committee is chaired by the Secretary/Treasurer.

d) Conference Planning Committee. The Conference Planning Committee plans, implements, and evaluates the conferences of the Association. 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 and is assisted by the Chief Executive Officer to assure efficient use of resources and effective implementation of conference components. Half of the Committee will be identified by the Director of the Gordon Program with the other half appointed by the President in consultation with the Board of Directors. The Committee is chaired by the President-Elect.

e) Diagnosis Development Committee. The Diagnosis Development Committee and Task Forces formulate and conduct review processes of proposed diagnoses, diagnosis revisions, and diagnosis deletions. Priority is given to diagnoses without Levels of Evidence and to Taxonomic classes without diagnoses. The Diagnosis Development Committee Task Forces will have members appointed by the Board of Directors upon recommendation of the Chairperson. There may be more than one Task Force

being operated at any time based on the needs identified and with approval of the Board of Directors. 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 the Diagnosis Development and may include groups focused on domain-specific content areas and review of the oldest diagnoses in the Taxonomy. The Director of Diagnosis Development and Task Forces is the Chairperson of the Committee.

f) Informatics Committee. The focus of the Informatics Committee and Task Force is specific to the strategic plan items assigned to the Director of the Committee. The Director of Informatics is the Chairperson of the Committee.

g) Education and Clinical Innovation Committee. The focus of the Education and Clinical Innovation Committee and Task Forces is specific to strategic plan items assigned to the Director of the Committee. The Director of Education and Clinical Innovation is the Chairperson of the Committee.

h) Research Committee. The focus of the Research Committee is specific to the strategic plan items assigned to the Director of the Committee. The Director of Research is the Chairperson of the Committee.

Article VIII. Network Groups

8.01. Network Groups. Network Groups provide a framework for NANDA International members to foster the work of NANDA International 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 International to serve as a liaison between the Network Group and the Board of Directors. The Coordinator must be voted upon by the members at least every two (2) years and no Coordinator may serve more than two (2) terms. All Coordinators must have strong skills in the English language, the official language of the Association. A minimum of ten (10) Regular NANDA-I members are required in order to form a Network Group. Network Groups shall be operated according to NANDA International Bylaws and Network 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 IX. Indemnification

9.01. Indemnification. The Association shall, to the fullest extent authorized by Chapter 181, Wisconsin Statutes, indemnify any Director, Officer, or Committee member of the Association against reasonable expenses and against liability incurred by a Director, Officer, or Committee member in a proceeding in which they were a party as a Director, Officer, or Committee member 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 X. Amendment

10.01. 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 a 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 XI. Parliamentary Authority

11.01. Parliamentary Authority. Meetings of the Association will be governed using parliamentary procedure according to *Robert's Rules of Order, Newly Revised*.

Article XII. Dissolution

12.01 Dissolution. The Association may be dissolved by a majority vote of the Board of Directors and by a two-thirds 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.

Effective Date. 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 a duly appointed, qualified, and acting Officer 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 _____.

Signatures

Secretary/Treasurer _____

Chief Executive Officer _____

President _____

NANDA International is established in the state of Wisconsin (USA), and its operation is legally governed under Chapter 181 (Nonstock Corporations) of the Wisconsin State Legislature, which can be found at <https://docs.legis.wisconsin.gov/statutes/statutes/181/iii/0302>.

NANDA International qualifies as a tax-exempt organization within the meaning of section 501(c)(6) of the U.S Internal Revenue Code.

DRAFT