

American Cannabis Nurses Association Constitution and Bylaws

ARTICLE I NAME AND LOCATION

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

Section 2. The principle office may be located at such other place as shall be permitted and designated by the board of directors.

ARTICLE II PURPOSES

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

Section 2. This organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As such, the percentage of ACNA's time or funds spent in lobbying for specific laws shall not exceed that permitted by the IRS for lobbying purposes.

Section 3. ACNA shall perform and do any and all such acts as are legal, necessary, and proper to the attainment of its mission.

ARTICLE III MEMBERSHIP CATEGORIES

Section 1. Membership may be granted to any person who: (i) is interested in and agrees to support the purpose and activities of the association; (ii) agrees to abide by these bylaws, and such other rules, regulations, policies, and procedure as the Association may adopt from time to time; and (iii) meets the additional criteria established for each membership category. ACNA's membership categories include the following:

A. Regular: Regular membership shall be open to currently licensed nurses. Regular members may vote, hold office after they have met membership tenure requirements, and serve on committees and task forces.

B. Retired: Retired membership shall be open to all nurses who have retired from practice, or who have otherwise resigned their nursing credentials, but have an ongoing interest in cannabis nursing. Retired members may vote and hold office after they have met membership tenure requirements.

C. Student: Student membership shall be open to individuals who are enrolled in a nursing education program. Student nurses may not vote and Student members may not hold office, except for a specific seat on the Board of Directors (BOD), which may be designated for a nursing student with a strong interest in the ACNA's core principles. This position shall be appointed by the BOD, as needed.

D. Supportive: Supportive membership shall be open to persons or entities who want to provide financial support for the growth and maintenance of the ACNA and its mission. Supportive members may not vote or hold office.

Section 2: Additional Membership Categories. The BOD will determine the inclusion of any additional categories of membership as determined necessary.

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

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

Section 5: Termination of Membership. ACNA may terminate a Member's membership if the BOD determines such Member engaged or is engaging in conduct that: (i) violates the Association's Bylaws, policies, or procedures; (ii) is otherwise contrary to the interests of ACNA. In the event the BOD seeks to terminate any membership in accordance with this provision, ACNA will notify the Member that the BOD will consider terminating his/her membership during a BOD meeting no less than twenty-one days following the day the notice is provided to the Member. The notice shall inform the Member that he/she may submit a written response to the BOD in advance of its meeting, which the BOD will review and consider in determining whether to terminate his/her membership. The BOD's decision of whether to terminate a membership is final and not subject to appeal. A terminated Member, is not entitled to the return of previously paid annual dues or any portion thereof. In addition, any Member who becomes ineligible for membership or who is in default in the payment of any dues or charges as determined by the BOD, shall be deemed to have resigned, and their membership terminated automatically. Once terminated, all rights and benefits of membership must cease and desist immediately.

ARTICLE IV

FINANCIAL MATTERS

Section 1: Dues. The BOD shall establish dues and the timeframe for paying such dues.

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

Section 3: Auditing. At the direction of the BOD, the books and accounts of ACNA shall be audited or reviewed by a certified public accountant selected by the BOD, and the report of the audit shall be submitted to the BOD.

Section 4: Checks, Drafts, etc. Officers qualified to issue checks, authorize payments or engage in contracts include the president, the treasurer and the secretary. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer(s) or agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the BOD.

Section 5: Deposits. All funds of ACNA shall be deposited in a timely manner to the credit of the association in such banks, trust companies or other depositories as may be selected by any one or more officers or agents of the Association to whom such power may from time to time be delegated by the board of directors as affirmatively passed upon by a majority of those present.

Section 6: Contracts. The BOD may authorize the President of the Association to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be confined to specific instances. In a President's absence, a delegate of the Executive Committee can be identified.

Section 7: Budget. The BOD shall adopt a budget in advance of each fiscal year. The affairs of the Association shall be conducted in accordance with said budget.

Section 8: Strategic Plan. The BOD shall adopt a strategic plan identifying the Association's Exempt Purpose and the goals and activities the Association shall pursue to advance the same.

Section 9: Financial Policies and Procedures. The BOD shall adopt financial policies and procedures, which shall: (i) include prudent financial controls; and (ii) require the Association's financial books and records be kept in accordance with generally accepted accounting principles.

Section 10: Books and Records. The Association shall keep correct and complete books and records of minutes of accounts and also shall keep minutes of the proceedings of its BOD and committees having any authority of the BOD.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Composition. There shall be a Board of Directors (BOD), composed of the Officers of the Association (President, President-elect or, Past President, Secretary and Treasurer) and no less than five (5) but no more than eleven (11) at large directors to be elected among those members who are entitled to vote under Article III Section 1 of these Bylaws. A nursing student may also be appointed to the BOD. At the discretion of the BOD, the board may be expanded or contracted to meet the needs of the organization.

Section 2: Qualifications. Qualifications for Director includes a minimum of one (1) year of active membership and may include previous service to the association such as service on a committee or task force, presentations at the annual conference, and/or other service as deemed appropriate by the BOD.

Section 3: Authority and Responsibility. The governing body of the Association shall be the BOD. The BOD may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may in the execution of powers granted, delegate certain of its authority and responsibility to the officers. When fiscally stable, the BOD shall provide administrative staff for the association. The staff, under the direction of the executive director, shall be responsible for the effective administration of all affairs of the association and shall be responsible for all activities as directed by the president and the BOD.

Section 4: Meetings. BOD shall collectively conduct business at least two (2) times per year. The President shall call the meetings of the BOD, or the Secretary shall arrange a meeting of the BOD at the request of the President or any officer acting temporarily for the President.

Section 5: Quorum. At any meeting of the BOD, a majority of the voting members of the BOD, including at least two (2) Officers, shall constitute a quorum for the transaction of business of the association and any such business thus transacted shall be valid.

Section 6: Voting. Members of the BOD or of any committee designated by the BOD may take any action permitted or authorized by these Bylaws pursuant to meeting by means of telecommunications. Discussions unable to wait until the next scheduled meeting of the board may be decided electronically, with the count of votes ratified at the next BOD meeting.

Section 7: Standards of Conduct for Directors and Officers. Directors when discharging the duties of a Director shall act in good faith, in a manner reasonably believed to be in the best interests of the ACNA. Further guidance with respect to director standards of conduct shall be found in the association's Governance Policy.

Section 8: Directors.

- A. **At-Large Directors:** The term of office for directors of the association shall be two (2) years. A succession timeline will be established to ensure that no more

than half of the Directors will be replaced in any given election. Directors shall serve for two (2) years or until their successors are elected.

- B. **Re-election:** No director who has served four (4) consecutive years shall be eligible for re-election as a director until at least one (1) year has elapsed.
- C. **Director Vacancies:** Vacancies occurring before the expiration of the term may be filled by appointment of the President with the approval of the BOD. Priority consideration shall be given to the person(s) receiving the most votes, in order, in the most recent election.
- D. **Director Removal:** The BOD may, by affirmative vote of a majority of its voting members, remove any Director for cause, whenever, in their judgment, the best interest of the association would be served thereby according to the process defined in *Robert's Rules of Order Newly Revised*. Any Director who misses two (2) consecutive meetings of the BOD is automatically removed from the Board.

ARTICLE VI OFFICERS

Section 1: Officers. The Officers of the Association shall be a President, President-Elect, or Past-President, Secretary, and Treasurer. These officers shall be recognized as comprise the Executive Committee.

Section 2: Terms of Office.

- A. **President-Elect:** The President-Elect will serve for one (1) one-year term and will automatically succeed to one (1) two-year term as President following this. The President-Elect, in the absence of the President, shall exercise the powers of the president. The duties of this role shall be such as to allow the President-Elect to acquire a thorough understanding of the business of ACNA and the duties of the office of the President. The President-Elect shall identify committee chairs for all organizational work to be accomplished during the next two-year term.
- B. **President:** The President will serve for one (1) two-year terms and will automatically succeed to one (1) one-year term as Past President. The President shall in general, supervise and control the affairs of the association. The President shall preside at all meetings of the BOD. The President shall make all required appointments of ad hoc committees and appointments to replace standing committee chairs if vacated during her/his term. The President may sign with the Secretary, Treasurer or any proper officer of the Association authorized by the BOD, any deeds, mortgages, contracts or other instruments which the BOD has authorized to be executed, except in cases where the BOD has authorized another individual to act as an agent on behalf of the organization, and the President shall perform such other duties as are necessary and incident to the office of president

or as may be prescribed by the BOD. The President shall be an ex officio non-voting member of all committees except the Nominations Committee.

- C. **Past President:** The Past-President will serve for one (1) one-year term as a member of the Executive Committee. The Past President's role is typically focused on organizational continuity and will include Chairing the Nominations Committee or identifying an appointee to Chair the Nominations Committee. As chair of the Nominations Committee, the Past President or appointee will provide a slate that includes candidates for President-Elect during those years when a President-Elect is due to be identified.
- D. **Secretary:** The Secretary is appointed by the Board and will be eligible for four (4) consecutive one-year terms. The Secretary shall keep an accurate record of the meetings of the BOD and the Annual Business Meeting and shall provide the minutes of the last official Annual Business Meeting for approval of the membership. The Secretary shall preserve records, documents and correspondence as directed by the BOD and assure that they are properly archived, shall cause notice to be given of all meetings of the BOD and shall perform all other duties incident of the office of secretary as assigned by the board of directors.
- E. **Treasurer:** The Treasurer is appointed by the Board and will be eligible for four (4) consecutive one-year terms. The Treasurer shall be Chair of the Finance Committee. The Treasurer shall be the custodian of the Association's funds. This person shall ensure that all monies designated for the Association are appropriately deposited. In accordance with the budget adopted by the BOD, this person shall be made aware of and approve distribution of the funds of the Association. The Treasurer shall develop an annual budget for each fiscal year, and present this to the BOD for their approval. The Treasurer has the authority to disburse funds and deposit remittances which are a normal part of doing business without specific notification of the BOD. Prior notification and approval of the BOD will be required for extraordinary expenditures or in order to engage in contracts. The Treasurer will provide quarterly financial accounting at least, of an Association balance sheet and profit and loss statement. These statements will be transmitted to the board members prior to BOD meetings. An Assistant Treasurer may be appointed by the BOD to assist the Treasurer with the duties outlined above.

Section 3: Officer Elections, Qualifications, Vacancies, Removal and Delegation.

A. Officer Election:

- 1. The President-Elect is elected by the membership.

- 2.** The election of the Secretary and Treasurer will take place during the first meeting of the newly elected BOD as a first order of business of the President. The nominations for these positions will come from within the currently seated BOD. The position of Secretary and Treasurer will be effective immediately upon completed vote and announced to the membership via electronic means.
- B. Officer Vacancies:** Vacancies in any elected office may be filled for the balance of the term thereof by the BOD at any regular or special meeting. Any officer may resign at any time by giving thirty (30) days written notice to the President and President-Elect.
- C. Officer Removal:**
- 1.** The BOD may remove, by at least a vote of a majority of its members in favor, any officer for cause, whenever, in their judgment, the best interests of the association would be served thereby according to the process defined in *Robert's Rules of Order Newly Revised*.
 - 2.** If the dues of any Officer are not paid within a reasonable amount of time after the mailing of the renewal notice, the Officer will be removed from their position and their membership shall automatically terminate, unless extended by the Executive Committee
- D. Officer Qualifications:** Any regular or retired member in good standing is eligible for nomination and election to any of the offices. President-Elect must be a member for a minimum of two (2) years and contribute substantial service to the organization through volunteer work.
- E. Delegation:** Officers may have some of their responsibilities delegated to staff by decision of the BOD.

ARTICLE VII ELECTIONS

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

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

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

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

ARTICLE VIII **MEETINGS**

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

Section 2: Special Meetings. Special meetings of the Association may be called by the BOD at any time, or shall be called by the President upon receipt of written request by one-third (1/3) of the voting members, within thirty (30) days after filing of such request with the administrative office. The business to be transacted at any special meeting shall be stated in notice thereof and no other business may be considered at that time.

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

Section 4: Voting. At the Annual Business Meeting or any special meetings of the Association, each voting member shall have one (1) vote. Unless otherwise specifically provided by these bylaws, a simple majority of those active members present at a meeting at which a quorum is present shall govern.

Section 5: Quorum of Members. A quorum shall consist of a simple majority of those voting members present at an Annual Business Meeting or special meeting of the members. A quorum at BOD meetings is addressed in Article V Section 5.

ARTICLE IX **COMMITTEES**

Section 1: Governance Provisions Applicable to Committees.

- A. Chairs:** Committee chairs shall be appointed by the President.
- B. Resignation or Removal:** A committee/advisory body member may resign at any time by providing written notice to the Secretary/Treasurer and ED. A committee/advisory body member may be removed by the BOD for any reason, or no reason, at any time.

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

- A. Executive Committee:** An Executive Committee comprised of the officers of the association shall have the authority to act in place of the BOD between Board Meetings on all matters except those specifically reserved to the BOD by these bylaws. A chief administrative officer shall be an ex officio non-voting member of this committee.
- B. Finance Committee:** The Finance Committee is delegated by the BOD to ensure the appropriate oversight of financial matters for the Association. The Finance Committee shall consist of the Treasurer as Chair and at least two (2) other members who are Directors of the Association. The committee shall counsel with the chief administrative officer on the annual budget of ACNA and present for approval to the BOD.
- C. Nominating Committee:** The Nominating Committee will be chaired by the Past President and will be responsible for developing and presenting the slate of candidates for the following year's election of ACNA Officers and Directors as set forth in Article VII of these Bylaws. Committee membership shall be open to all active, voting members and shall strive to be representative of the organizational membership and their interests. This committee will invite the ACNA membership to submit nominations for positions in which incumbents' terms are expiring, on December 31 of any given year or to fill positions that are or will be vacated for other reasons at that time, when advised by the BOD that this is desired. The Nominating Committee shall prepare and submit to the Executive Committee at least one (1) nomination for each of the elected offices of ACNA. Petitions for office must be received by the nominating committee at least sixty (60) days prior to when terms are due to expire.
- D. Ad Hoc Committees:** The President shall appoint ad hoc committees to provide for a limited or continual service to the association.

ARTICLE X CHAPTERS

Section 1. Chapters of ACNA may be established according to the guidelines accepted by the BOD. The BOD must recognize each chapter individually.

Section 2. All chapter officers shall be members of ACNA.

ARTICLE XI INDEMNIFICATION

Section 1: Indemnification. The Association may indemnify all officers, directors and committee members of itself and subsidiary corporations acting within the scope of their authority to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the BOD.

ARTICLE XII

AMENDMENT OF THE BYLAWS

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

ARTICLE XIII

DISSOLUTION

ACNA may be dissolved only with authorization by its BOD by a majority vote at a special meeting called for that purpose.

Upon dissolution or other termination of ACNA, all remaining assets of ACNA, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to one or more other 501(c)(3) organizations (with purposes similar to those of ACNA) as shall be chosen by the then existing BOD.

ARTICLE XIV

PARLIAMENTARY PROCEDURES

Robert's Rules of Order Newly Revised shall govern meetings of ACNA unless otherwise specified. Any board member is eligible to preside over meetings.

ARTICLE XV

NO DISCRIMINATION

The Association shall not discriminate against anyone on the basis of race, color, creed, age, national origin, gender, sexual orientation, religion or handicap.

ARTICLE XVI

CONFLICT OF INTEREST

Section 1: Definition. A conflict of interest is deemed to exist when an Agent, Officer or Director of the Association has a direct or indirect interest in any contract relating to operations of the corporation. The fact and nature of such interest shall be fully disclosed in writing to the President prior to the meeting in which action may be taken on the matter. Such interest shall again be disclosed to the BOD present during the meeting and the interested director may not participate in the authorization of the matter in question. The interested Director cannot be counted for the purpose of establishing a quorum. Should an issue arise during a meeting, the

Agent, Officer or Director in question will immediately and publicly identify the conflict of interest or apparent conflict of interest to the body and refrain from any participation in any discussion of or voting on that issue.

Section 2: No part of the income, earnings or other assets, if any, of the Association shall inure to the benefit of any Officer or Director of the Association either during the life of the Association or upon the dissolution thereof.

Section 3: ACNA's Conflict of Interest policy shall be provided to each ACNA Officer and Director upon their appointment, and reviewed and signed by each officer and director annually, in order to assure its understanding and compliance. Annually, the ACNA officers and directors will also be asked to disclose potential conflicts of interest.

ARTICLE XVII **LEGAL REPRESENTATION**

Section 1: In the event of legal problems arising out of cannabis-related activities, or any other criminal proceedings of any Officer or Director, the Association will not be held liable or responsible. The Association will, with approval of the board, engage legal representation to defend the Association, or any Officer or Director who is experiencing legal difficulties as a result of his/her participation or activities in the Association. However, should such member or officer be adjudged guilty of criminal conduct or willful misconduct, the aforesaid indemnity shall not apply.