

# **NEW ENGLAND NURSING INFORMATICS CONSORTIUM, INC.**

**NENIC**

**BYLAWS**

Approved: August 2007; Reviewed January 2008; Reviewed January 2009 Revised  
March 2010; Revised February 2011, Reviewed and revised: February 2012, Approved  
July 2012; Revised October 2015, Revised and Approved January 11, 2016; Revised and  
Approved January 9, 2017

# **New England Nursing Informatics Consortium, Inc. Bylaws**

## **Introduction**

The following Bylaws were originally presented and approved by the members of the Boston Area Nursing Informatics Consortium (BANIC) and the Nursing Information Systems Council of New England (NISCNE) in February 2007. These Bylaws are the result of the 2007 merger between BANIC and NISCNE to form a new, non-profit organization to be named the New England Nursing Informatics Consortium (NENIC). As part of the incorporation of NENIC in August 2007, the Executive Board modified these Bylaws to make provisions for non-profit corporation restrictions and procedures, and as otherwise deemed appropriate.

## **Article I: Consortium Name**

This organization will be known as the New England Nursing Informatics Consortium, Inc. (NENIC).

## **Article II: Organizational Mission Statement; Restrictions**

1. NENIC provides a forum for networking, education, and information exchange for nurses and other healthcare professionals, to enhance their professional development and further the profession of nursing informatics.
2. NENIC shall neither have any power or authority, either expressly, by interpretation or by operation of law, to engage in, nor shall it, directly or indirectly, actually engage in, any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code. References herein to the Internal Revenue Code (hereinafter abbreviated as "**IRC**") refer to the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended, or to corresponding provisions of any subsequent federal tax laws.
3. NENIC shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of IRC Section 501(c)(3).

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## **Article III: Goals and Objectives**

NENIC provides a forum for resource and information exchange regarding nursing informatics through:

1. Professional Development and Networking:
  - 1.1. Annual meetings that focus on networking, collaboration, best practices, and promoting the role of the Informatics Nurse.
2. Professional Education:
  - 2.1. One annual full day symposium with a regional and national focus, where CEU's will be awarded, entitled: Trends in Clinical Informatics: A Nursing Perspective
3. Resource and information exchange: Such Resources may include
  - 3.1. Advisory/ Consultant Bureau: Support access to members who would be used as subject matter experts by healthcare organizations, industry and education.
  - 3.2. Speakers Bureau: Subject matter experts to be available as a resource to other NENIC members, healthcare organizations, industry and education.
  - 3.3. Writers Bureau: Subject matter experts to be available as a resource to NENIC members wishing to pursue publishing opportunities.

## **Article IV: Membership**

1. Membership is open to those who have an interest in the field of healthcare informatics and those primary responsibilities include systems that support patient care and the role of the professional nurse.
2. Applications for membership are submitted to the Membership Director.
3. Fees are paid to the Treasurer. Upon receipt of an application and paid membership dues, the individual will become "a member in good standing".
4. Non-payment of annual membership dues will result in termination of membership.
5. Members who do not pay their dues will be considered "not in good standing" and will be removed from the active member list.
6. Voting is limited to "members in good standing".
7. A member may resign from NENIC verbally or in writing to the President. The resignation shall become effective immediately, unless otherwise noted.
8. Reciprocal courtesy membership may be extended to a leader of another regional nursing informatics special interest group.
9. Membership shall be non-transferable. No member shall have any claim, right or interest in or to the assets or property of NENIC.

## **Article V: Meetings of Members; Voting**

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1. **Annual Meeting.** The annual meeting of the members shall be held within or without the Commonwealth of Massachusetts on the second Tuesday in January of each year (unless that day be a legal holiday at the place where the meeting is to be held, in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the Executive Board or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these Bylaws, may be specified by the members, Board Members or the President in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.
2. **Regular Meetings.** There shall be no fewer than three (3) regular meetings of the general membership each year at such place and time as the Executive Board may from time to time determine. Such meetings may consist of the annual business meeting to be held each January, one or more networking/presentation meetings, an annual symposium and a collaborative program. Regular meetings shall be open to members in good standing. Members may bring one or more guests to any networking/presentation meetings, not to include the annual symposium with permission of a member of the Executive Board. The annual symposium and collaborative program shall be open to the public. Notice of the date, time and location of said meeting shall be sent by the Secretary at least seven (7) days prior to said meeting. Except as otherwise required by law, the Articles of Organization or these Bylaws, notices of regular meetings and the agenda for the same will be distributed through the membership mailing list, the e-mail list or through the official NENIC website.
3. **Special Meetings.** Special meetings may be called by the President or on the written request of at least a quorum of the Executive Board and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.
4. **Place of Meetings.** All meetings of members shall be held at the principal office of the corporation unless a different place (within the United States) is specified in the notice of the meeting.
5. **Notice of Meeting.** A written notice, stating the place, day and hour of all meetings of members shall be given by the Secretary (or the person or persons calling the meeting), at least seven days before the meeting, to each member entitled to vote thereat and to each member who, by law, the Articles of Organization, or these Bylaws, is entitled to such notice, by email message, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at his address as it appears upon the books of the corporation. Such notice, if

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the meeting is called otherwise than by the Secretary, may be a copy of the call of the meeting. Such notice given by the Secretary shall constitute a call of the meeting by him. Notices of all meetings of members may state the purposes for which the meetings are called. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his attorney, thereunto authorized is filed with the records of the meeting.

- 6. Quorum.** At any meeting of the members one third of the members then in good standing (whether present in person or by proxy) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, the Articles of Organization of these Bylaws. Courtesy members shall not be counted as part of a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. The Executive Board has approved a set of modified Roberts Rules to structure the conduct of its meetings. Resolutions presented by members of the Executive Board should be formulated, discussed and voted upon in accordance with these rules. The rules can be found in the NENIC Executive Board section of the Google web site.
- 7. Voting and Proxies.** Each member in good standing entitled to vote at a meeting shall have one vote. Courtesy members shall not have a vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present, whether in person or by proxy, and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws. Members may vote either in person or by written proxy. No proxy dated more than six months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting. Proxies shall be filed with the Secretary before being voted at any meeting or any adjournment thereof. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.
- 8. Solicitation of Proxies.** With the approval of the President or the Executive Board, the Secretary shall solicit each member in good standing by email notice and proxy ballot to grant to the President or any other member of the Executive Board by reply email a proxy to vote as instructed in the proxy ballot. An email proxy shall be deemed to be a written proxy and shall be subject to the same provisions governing written proxies set forth in Section 7 above. The Secretary shall generate a written copy of each email proxy.
- 9. Action Without Meeting by Written Consent.** Any action by members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.
- 10. Executive Board Approval of Actions.** No action or vote of the members, except for a vote to elect members of the Executive Board, shall have any force or effect unless

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the same shall have been recommended, or ratified and approved, by the Executive Board.

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## **Article VI: NENIC Executive Board (the Board); Officers.**

### **Section I: Eligibility; Powers**

1. Elected officers and Board Members must be and remain members in good standing of NENIC.
2. The Executive Board shall serve as the Board of Directors for NENIC and each Board Member shall be considered a Director for all purposes of the law, the Articles of Organization and these Bylaws. The general management of the affairs of NENIC shall be vested in the Executive Board who shall have authority for the general direction, management, and control of all the property, business and affairs of NENIC. It shall determine the duties, in addition to those fixed by these Bylaws, of all officers and agents of NENIC.

### **Section II: Composition of the Board**

The NENIC Executive Board will be comprised of the following positions.

1. The following are voting positions:
  - 1.1. President
  - 1.2. President-Elect
  - 1.3. Past President
  - 1.4. Treasurer
  - 1.5. Secretary
  - 1.6. Director of Education and Development
  - 1.7. Director of Marketing and Communication
  - 1.8. Director of Membership/Recruitment
  - 1.9. (3) Members-At-Large
2. Non Voting positions of the Executive Board
  - 2.1 Regional Representatives (North, West, South)
  - 2.2 National Representatives
  - 2.3 Ex Officio

### **Section III: Election Process:**

1. The terms of each elected Board Member will commence on the first business meeting of the calendar year. Each Board Member shall hold office for the term of the office to which he or she is elected and until his or her successor is elected and qualified, or until he or she sooner dies, resigns is removed or becomes disqualified. The President, President Elect and immediate Past President will serve terms of one (1) year.
2. The Secretary will serve a two-year term.
3. The Treasurer will serve 2 year terms that are appointed by the Executive Board. Consecutive terms may be served.

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4. Other Board members may be eligible to serve consecutive terms. Board members may serve consecutive terms.
5. The Members-at-Large will serve one or two year terms that run opposite of each other always allowing a member with experience on the committee.
6. The Regional Representatives will serve 2 year terms that are appointed by the Executive Board. There should be at least 3 appointed Regional Representatives, up to 6 appointments to represent the all the regional states in New England.
7. National Representatives will serve 2 year terms that are appointed by the Executive Board.
8. At the discretion of the Board, the Board may appoint ex officio members to facilitate transition and supply expertise and guidance as appropriate.
9. Requests for nomination of Officers will occur at the fall meeting 3<sup>rd</sup> quarter prior to the annual business meeting (1<sup>st</sup> quarter).
10. Candidate statements for all positions and the closing of the ballot will occur two months (4<sup>th</sup> quarter) before the business meeting (1<sup>st</sup> quarter).
11. A proxy ballot of these names will be emailed to all members in good standing prior to the annual business meeting.
12. New officers will be determined by majority vote of the votes cast, either in person or by proxy. The President-Elect and the Secretary will certify the votes.
13. Ties will be broken by a runoff between candidates.
14. If an officer resigns prior to the end of their term, the Board will appoint a replacement to complete the term.
15. No officer, regional representative, national representative or Board Member shall receive compensation for serving as such. Officers and Board Members may be reimbursed for reasonable expenses incurred in connection with the affairs of NENIC, including attendance at meetings. No officer, regional representative, national representative or Board Member shall be prevented from receiving compensation for services rendered in any other capacity by reason of the fact that he or she is also an officer, regional representative, national representative or Board Member.

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## Section IV: Responsibilities of the Officers:

1. Responsibilities will be shared between the President and President Elect. It is left to their discretion how to divide the duties.
2. **President**
  - 2.1. Develop meeting agendas
  - 2.2. Oversee coordination of meetings/ programs
  - 2.3. Conduct meetings and assure minutes are recorded
  - 2.4. Serve as primary contact for all inquiries about the organization
  - 2.5. With Board sets strategic direction
  - 2.6. Counts membership votes (with Secretary)
3. **President - Elect:**
  - 3.1. Assume role of the President in his/her absence
4. **Past President**
  - 4.1. Assist President as needed
5. **Treasurer**
  - 5.1. Manages operating fund
  - 5.2. Provides annual financial report to NENIC Executive Board
  - 5.3. Arranges for the completion of tax returns.
6. **Secretary**
  - 6.1. Takes minutes at all meetings
  - 6.2. Produces Annual Report
  - 6.3. Counts membership votes.
  - 6.4. Serve as the Clerk of NENIC for all purpose under the law, the Articles of Organization or these Bylaws.
7. **Director of Education and Development**
  - 7.1. Plans and coordinates annual NENIC symposium
8. **Director of Marketing and Communication**
  - 8.1. Maintain and update NENIC web site
  - 8.2. Maintain an up-to-date NENIC mailing list
9. **Director of Membership Recruitment**
  - 9.1. Develop and implement membership recruitment strategies
  - 9.2. Provide membership/ consortium information to new members
  - 9.3. Maintain an up-to-date membership list
10. **Member-at-Large**
  - 10.1. Shares ideas, guidance, and expertise with the Executive Committee
  - 10.2. Assists with the coordination and communication of NENIC activities
11. **Regional Representative**
  - 11.1 Shares ideas, guidance, and expertise with the Executive Committee
  - 11.2 Represent their regional membership at NENIC meetings
  - 11.3 To act as liaison between NENIC and Regional informatics community
12. **National Representative**
  - 12.1 Shares ideas, guidance, and expertise with the Executive Committee
  - 12.2 Report on their national participation/work at NENIC meetings
  - 12.3 To act as liaison between NENIC and National informatics community

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- 12.4 To act as a conduit to the NENIC membership on issues of significance to the informatics community
- 13. **Ex Officio**
  - 13.1 To facilitate transition and provide expertise and guidance to new Board members

### Section V: Meetings of the Executive Board; Quorum

1. **Annual Meeting**. Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Executive Board is present, there shall be a meeting of the Executive Board without notice; but if such a quorum of the Executive Board is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Executive Board, the annual meeting of the Executive Board shall be called in the manner hereinafter provided with respect to the call of special meetings of Executive Board.
2. **Regular Meetings**. Regular meetings of the Executive Board may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of members, or the special meeting held in lieu thereof, and that if at any meeting of Executive Board, at which a resolution is adopted fixing the times or place or places for any regular meetings, any Board Member is absent, no meeting shall be held pursuant to such resolution until either each such absent Board Member has in writing or by electronic mail approved the resolution or seven days have elapsed after a copy of the resolution certified by the Secretary has been mailed, postage prepaid, addressed to each such absent Director at his last known home or business address.
3. **Special Meetings**. Special meetings of the Executive Board may be called by the President, by the Secretary, by any two Board Members, and shall be held at the place designated in the notice or call thereof.
4. **Telephone Conference Meetings**. The Board Members or the members of any committee may participate in a meeting of the Executive Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
5. **Notice**. Notices of any special meeting of the Executive Board shall be given to each Board Member by the Secretary
  - (a) by mailing to him, postage prepaid, and addressed to him at his address as registered on the books of the corporation, or if not so registered at his last known home or business address, a written notice of such meeting at least four days before the meeting or
  - (b) by delivering such notice by hand, facsimile

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transmission, or electronic mail to him at least 48 hours before the meeting at such address, notice of such meeting, or

- (c) by giving notice to such Board Member in person or by telephone at least 48 hours in advance of the meeting.

Such notice, if the meeting is called otherwise than by the Secretary, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Secretary shall constitute a call of the meeting by him. If the Secretary refuses or neglects for more than 24 hours after receipt of a call to give notice of such special meeting, or if the office of Secretary is vacant or the Secretary is absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Board Members calling the meeting. Notice need not be given to any Board Member if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Board Member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of an Executive Board meeting need not specify the purposes of the meeting.

6. **Quorum and Voting.** At any meeting of the Executive Board a majority of the Board Members then in office shall constitute a quorum for the transaction of business; provided always that any number of Board Members (whether one or more and whether or not constituting a quorum) constituting a majority of Board Members present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof. When a quorum is present at any meeting, a majority of the Board Members present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization or these By-laws.
7. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if all the Board Members consent to the action in writing and the written consents are filed with the records of the meetings of the Board Members. Such consents shall be treated for all purposes as a vote at a meeting.

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## Article VII: Operating Fund

1. The annual budget for the Operating Fund will be submitted for review and approval at the annual business meeting.
2. To support the Operating Fund membership dues will be collected annually at the beginning of each calendar year in January.
3. The Board establishes the annual dues rate for membership. Any proposed changes in the dues rate will be voted on at the annual business meeting.
4. All dues and other monies paid to NENIC shall become the property of NENIC, to be spent in accordance with an annual budget approved by the Board.
5. No portion of the dues paid by any member shall be refundable.
6. An honorarium will be offered to internal and external meeting speakers at the discretion of the board.
7. Participating Board members are exempt from dues obligation for the calendar year they serve.

## Article VIII: Meeting Schedule

1. Suggested Meeting Schedule
  - 1.1. NENIC will hold at least 3 meetings per year.
  - 1.2. The first meeting of the year will be the annual business meeting.

<b>Meeting</b>	<b>Time</b>	<b>Location</b>
Business Meeting	First Quarter	TBD
Networking/Presentations Annual Symposium	Winter (5:30 – 7:30pm) Spring (8:00am – 4:00pm)	Boston Area Boston Area
	Fall (5:30 – 7:30pm)	New England Area
Networking/Presentations	December (5:30 – 7:30pm)	New England Area

2. Attendance:
  - 2.1. The Business Meeting is open to all members in good standing.
  - 2.2. The Networking/Presentations are open to all members in good standing. Members may bring one or more guests to a meeting with permission of a Board member.

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- 2.3. The Annual Symposium and Collaborative Program is open to the public. Members will be offered a preferential registration rate.
3. Notice of Meetings
  - 3.1. The secretary shall notify membership of meetings prior to the designated meeting date.
  - 3.2. Members will receive meeting notices in advance of the meetings via email and the official NENIC website.
4. Agenda
  - 4.1. The agenda shall be generated by member interest and coordinated by the Board.
  - 4.2. Meeting agenda items should be submitted to the Secretary in advance of the meeting.
  - 4.3. The Secretary will make minutes of the previous meeting available at the next scheduled meeting.
  - 4.4. Members will receive the meeting agenda in advance of the meetings via Email.

### **Article IX: Official NENIC Email List**

1. NENIC will maintain an Email list of all members in good standing.
2. NENIC will not sell its Email list.
3. NENIC will not release its Email list to Employment agencies, but will post employment opportunities to the Email list as a benefit to NENIC members.
4. The NENIC Board will seek approval from the membership to share the Email list in special circumstances where there appears to be a benefit to the organization.
5. Members will have the opportunity to “Opt Out” of having their information shared.

### **Article X: Official NENIC Web Site**

1. The official NENIC web site will have a URL: <http://nenic.org>
2. Payment of a domain license renewal fee, Web hosting fee and Web development /maintenance costs will be authorized from the NENIC Operating Fund by the Board
3. NENIC website job postings will be limited to corporations and businesses associated with NENIC members only.
4. NENIC is a networking organization, and does not support postings from recruitment agencies.
5. Special cases will be reviewed at the discretion of the board.

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## Article XI: Miscellaneous Provisions

1. **Corporate Records.** Books, accounts, documents and records of NENIC shall be open to inspection by any Board Member at all times during the usual hours of business. The original or attested copies, of the Articles of Organization, Bylaws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.
2. **Checks, Notes, Drafts and Other Instruments.** Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Executive Board to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Executive Board to do so.

## Article XII: Revision of Bylaws

1. These Bylaws shall be reviewed annually by the Executive Board and may be amended or repealed, or new Bylaws adopted, at any regular or special meeting of the Executive Board by vote of two-thirds of the Executive Board present and voting, except with respect to any provision thereof which by law, the Articles of Organization or these By-laws requires action by the members, provided that notice of the proposed action shall have been given in the call for such meeting, and provided, further, that the restrictions provided in Article II may not be amended or repealed, except as required to conform to provisions of federal revenue laws.

Approved by the Executive Board:

August 2007

March 15<sup>th</sup>, 2010

February 16, 2011

July 31, 2012

January 11, 2016

January 9, 2017