



BYLAWS Adopted October 24, 2015

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ARTICLE I — NAME

This corporation, an association of clinicians active in emergency care organized under the laws of the State of Texas, shall be known as the AMERICAN ACADEMY OF EMERGENCY NURSE PRACTITIONERS (hereinafter sometimes referred to as “AAENP” or the "Academy"). The words "clinician" refers to Registered Nurses (RN), Advance Practice Nurses (APN), Physician’s Assistants (PA) and Physicians (allopathic or osteopathic).

ARTICLE II — MISSION, PURPOSES, AND OBJECTIVES

Section 1 — Mission

The American Academy of Emergency Nurse Practitioners exists to support quality emergency care and to promote the interests of emergency care clinicians and the patients they serve.

Section 2 — Purposes and Objectives

The purposes and objectives of the Academy are:

1. To establish guidelines for quality and safe emergency care.
2. To encourage and facilitate the postgraduate training and continuing clinical education of emergency nurse practitioners.
3. To encourage and facilitate training and education in emergency care.
4. To promote education in emergency care for all clinicians.
5. To promote education about emergency care for our patients and for the general public.
6. To promote the development and coordination of quality emergency medical services and systems.
7. To encourage emergency care clinicians to assume leadership roles in out-of-hospital care and disaster management.
8. To evaluate the social and economic aspects of emergency care.
9. To promote universally available and cost effective emergency care.
10. To promote policy that preserves the integrity and independence of the practice of emergency care.
11. To encourage and support basic and clinical research in emergency care.
12. To encourage emergency care clinician representation within professional health organizations and academic institutions.

ARTICLE III — ACADEMY MEETINGS

All meetings of the Board of Directors of the Academy (the “Board of Directors” or the “Board”), the House of Delegates (once established) , and Academy committees shall be open to all members of the Academy. A closed session may be called by the Board of Directors, the House of Delegates or any Academy committee for just cause, but all voting must be in open session.

ARTICLE IV — MEMBERSHIP

Board policy shall guide membership in the Academy until the House of Delegates is established, then

Section 1 — Eligibility

Membership in the Academy is contingent upon the applicant or member showing a significant interest in emergency nurse advanced practice and being of good moral and professional character. Members agree to abide by the “Code of Ethics for Emergency Nurse Practitioners” No person shall be denied membership because of sex, race, age, political or religious beliefs, sexual orientation, or real or perceived gender identity.

Section 2 — Classes of Membership

All members shall be assigned to one of the following classes of membership: (1) active; (2) student; (3) honorary; or (4) international. Additionally, a member may concurrently belong to the delegate class. The qualifications required of the respective classes, their rights and obligations, and the methods of their election shall be set forth in these Bylaws.

Section 2.1 — Active Members

The active members of the Academy shall be members who devote a significant portion of their professional endeavors to the practice of emergency care. All active members must meet one of the following criteria: 1) Satisfactory completion of an advanced practice nursing degree, physician’s assistant program or medical degree (allopathic or osteopathic); 2) other healthcare professionals engaged in care of the emergent patient such as registered nurse, paramedic or respiratory therapist. Such active members must be licensed in the state, province, territory or foreign country in which they practice, or be serving in a governmental medical assignment. They shall fulfill such educational requirements as may be prescribed by the Board of Directors.

Section 2.2 — Honorary Members

Persons of distinction who have rendered outstanding service to the Academy or to the specialty of emergency care may be elected to honorary membership. Honorary members are considered lifelong members of the Academy and shall not be required to pay any dues. Candidates for honorary membership cannot be currently eligible for other categories of Academy membership. Constituent chapters may propose candidates for honorary membership to the Academy.

Section 2.3 — Student Members

Any nurse practitioner, physician assistant or medical student, shall be eligible for student membership. Students will be offered membership at reduced rate.

Section 2.4 — International Members

Any clinician interested in emergency care who is not a resident of the United States or a possession thereof, and who is licensed to practice by the government within whose jurisdiction such nurse practitioner, physician assistant or physician resides and practices, shall be eligible for international membership. Other qualifications for international membership shall be determined from time to time by the Board of Directors.

Section 2.5 — Delegate Members

THE FOLLOWING WILL TAKE EFFECT UPON ADOPTION BY THE HOUSE OF DELEGATES; BOARD POLICY WILL GUIDE DESIGNATION OF DELEGATES AND CHAPTERS UNTIL THAT TIME.

Delegates shall be elected or appointed from active, honorary, student or international members in accordance with the governance documents or policies of their respective sponsoring bodies. A delegate shall retain all rights and obligations of the class of membership from which the delegate was duly elected or appointed. A delegate may acquire the rights and obligations of a class of membership other than the one from which the

delegate was duly elected or appointed, if the delegate satisfactorily documents qualifications for such new class of membership.

Notwithstanding any other provision of these Bylaws, voting rights with respect to enactment of resolutions directing the activities of the Academy, amendment of the Academy Bylaws, amendment or restatement or repeal of the Academy Articles of Incorporation, and election of the House of Delegate Officers (Speaker, Vice-Speaker), the President-Elect, and of members to the Academy Board of Directors are vested exclusively in the delegate class, once established, and are specifically denied to all other classes of membership. Until such time that delegates are established, this authority will remain with the Board of Directors. These rights are not applicable at the chapter level unless specifically permitted in a chapter's bylaws.

Section 3 — Agreement

Acceptance of membership in the Academy shall constitute an agreement by the member to comply with the AAENP Bylaws. The Board of Directors shall serve as the sole judge of such member's right to be or to remain a member, subject to the due process as described in the Academy Manual. Until such time as an Academy Manual by the House of Delegates, this this will be governed by Board policy.

All right, title, and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of any of the following: a) the expulsion of such member; b) the striking of the member's name from the roll of members; c) the member's death, resignation or failure to pay renewal membership dues.

Section 4 — Voting & Holding Office

Active members shall be entitled to vote and hold office, except as otherwise provided for herein. Honorary, and international members shall not be entitled to vote or hold office except as otherwise provided for herein. Student members may be entitled to vote and hold office at the chapter level according to chapter bylaws. At the national level, student members shall not be entitled to vote or hold office, except when designated as delegate or alternate delegate by their sponsoring bodies. Student members when appointed to national committees shall be entitled to vote on committee business. At any given House of Delegates meeting a quorum of 80% nurse practitioners must be represented for a vote to occur.

Section 5 — Disciplinary Action

Members of the Academy may be subject to disciplinary action or their membership may be suspended or terminated by the Board of Directors for good cause. Procedures for such disciplinary action shall be stated in the Academy Manual. Until such time as an Academy Manual is established this will remain the responsibility of the Board policy.

Section 6 — Dues, Fees, and Assessments

Application fees and annual dues shall be determined annually by the Board of Directors. Assessments of members may not be levied except upon recommendation of the Board of Directors and, once established by a majority vote of the House of Delegates. Notice of any proposed assessment shall be sent to each member of the Academy by official correspondence at least 30 days before the meeting of the House of Delegates or meeting of the Board of Directors at which the proposed assessment will be considered. The Board of Directors shall establish uniform policies regarding dues, fees, and assessments.

Any member whose membership has been canceled for failure to pay dues or assessments shall lose all privileges of membership. The Board of Directors may establish procedures and policies with regard to the nonpayment of dues and assessments.

Section 7 — Official Publications

Each member shall receive official publications of the Academy as a benefit of membership. This will include newsletters and online access to the official Academy journal.

ARTICLE V — CHAPTERS

Board policy shall guide creation of Chapters until the House of Delegates is established, then

Section 1 — Charters

This corporation may grant charters to chapters of the Academy according to procedures described by Board policy (in the Academy Manual when adopted).

Section 2 — Chapter Bylaws

A petition for the chartering of a chapter shall be accompanied by the proposed bylaws of the chapter. No charter shall be issued until such bylaws are approved by the Board of Directors of the Academy. Chartered chapters must ensure that their bylaws conform to the Academy Bylaws and to the “Guidelines for Bylaws and Model Chapter Bylaws for Chapters of the American Academy of Emergency Nurse Practitioners” as adopted by the Board. Proposed amendments to the bylaws of a chapter shall be submitted in a format and manner designated by the Academy not later than 30 days following the adoption of such proposed amendments by the chapter, pursuant to its bylaws and procedures. No proposed amendment shall have any force or effect until it has been approved by the Board of Directors of the Academy. A proposed amendment shall be considered approved if the Board of Directors or its designee fails to give written notice of any objection within 90 days of receipt as documented by the Academy.

No chapter is permitted to act on behalf of, or to appear to third parties to be acting on behalf of, the Academy. In accepting or retaining a charter as a chapter of the Academy, the chapter and its members acknowledge the fact that the chapter is not an agent of the Academy notwithstanding that the Academy has the authority to establish rules governing actions of the chapter which may give the appearance of a principal-agent relationship.

Section 3 — Qualifications

The membership of a chapter shall consist of members of the Academy who meet the qualifications for membership in that chapter. To qualify for membership in a chapter, a person must be a member of the Academy and have residential or professional ties to that chapter’s jurisdiction. Likewise, with the exception of members who are retired from practice regardless of membership class, each member of the Academy must hold membership in a chapter in which the member resides or practices if one exists. If membership is transferred to a new chapter, dues for the new chapter shall not be required until the member’s next anniversary date.

A member with professional and/or residential ties in multiple chapters may hold membership in these chapters, providing the member pays full chapter dues in each chapter. Such members with multiple chapter memberships shall designate which single chapter membership shall count for purposes of Delegate allotment. A member of a chapter who retires from practice regardless of membership class and changes his/her state of residence may retain membership in a chapter of prior professional practice/residence.

A member of a chapter who changes residential or professional location may remain a member of that chapter if there is no chapter at the new location.

Section 4 — Charter Suspension – Revocation

The charter of any chapter may be suspended or revoked by the Board of Directors when the actions of the chapter are deemed to be in conflict with the Bylaws, or if the chapter fails to comply with all the requirements of these Bylaws or with any lawful requirement of the Academy.

On revocation of the charter of any chapter by the Board of Directors, the chapter shall take whatever legal steps are necessary to change its name so that it no longer suggests any connection with the American Academy of

Emergency Physicians. After revocation, the former chapter shall no longer make any use of the Academy name or logo.

Section 5 — Ultimate Authority by Academy

Where these Bylaws and the respective chapter bylaws are in conflict, the provisions of these Bylaws shall be supreme. When, due to amendment, these Bylaws and the chapter bylaws are in conflict, the chapter shall have two years from written notice of such conflict to resolve it through amendment of chapter bylaws.

ARTICLE VI — HOUSE OF DELEGATES

The House of Delegates, once established, will be an assembly of members representing AAENP's chartered chapters. These component bodies, also known as sponsoring bodies, shall elect or appoint Delegates to terms not to exceed three years. Any limitations on consecutive terms are the prerogative of the sponsoring body.

Section 1 — Composition of the House of Delegates

Each chartered chapter shall have a minimum of two Delegates as representative of all of the members of such chartered chapter. There shall be allowed one additional Delegate for each 100 members of the Academy in that chapter as shown by the membership rolls of the Academy on December 31 of the preceding year. However, a member holding memberships simultaneously in multiple chapters may be counted for purposes of Delegate allotment in only one chapter. Until such time as chapters are established, the same portion of delegates will be elected from the general membership.

In addition, for the first five years of the House of Delegates, the Board may adopt policy to allow appointment of additional Delegates from general membership, not to exceed the total number of chapter delegates.

Delegates shall be certified by their sponsoring body to the House of Delegates secretary on a date no less than 30 days before the annual meeting.

Section 2 — Powers of the House of Delegates

The House of Delegates shall have the right and responsibility to advise and instruct the Board of Directors regarding any matter of importance to the Academy by means of Bylaws and non-Bylaws resolutions, including amendments to the Academy Manual, and other actions or appropriations enacted by the House of Delegates. The Board of Directors shall act on all resolutions adopted by the House of Delegates no later than the second Board meeting following the annual meeting and shall address all other matters referred to the Board within such time and manner as the House of Delegates may determine.

The Board of Directors shall take one of the following actions regarding a non-Bylaws resolution adopted by the House of Delegates:

1. Implement the resolution as adopted by the House of Delegates.
2. Overrule the resolution by a three-fourths vote. The vote and position of each Board member shall be reported at the next meetings of the Steering Committee and the House of Delegates.
3. Amend the resolution in a way that does not change the basic intent of the House of Delegates. At its next meeting, the Steering Committee must either accept or reject the amendment. If accepted, the amended resolution shall be implemented without further action by the House of Delegates. If the Steering Committee rejects the amendment, the Board at its next meeting shall implement the resolution as adopted by the House of Delegates, propose a mutually acceptable amendment, or overrule the resolution.

Bylaws amendment resolutions are governed by Article VI of these Bylaws.
The House of Delegates shall have, in addition, the following powers:

1. To prepare and control its own agenda.
2. To act on any matter brought before it by a Delegate or the Board of Directors.
3. To originate and act on resolutions.
4. To form, develop, and utilize committees.
5. To elect the members of the Board of Directors.
6. To elect Presiding officers, the Speaker and Vice Speaker, of the House of Delegates.
7. To amend the Bylaws.
8. To develop, adopt, and amend its rules of procedure (the House of Delegates Standing Rules) and other procedures for the conduct of House of Delegates business, which do not require action by the Board of Directors.

The speaker of the House of Delegates shall act as presiding officer of the House of Delegates.

Section 3 — Meetings

An annual meeting of the House of Delegates shall be held within or outside of the State of Texas at such time and place as determined by the Board of Directors. Notice for the annual meeting is required to be posted on the Academy website and communicated to members at least 30 days in advance. Whenever the term “annual meeting” is used in these Bylaws, it shall mean the annual meeting of the House of Delegates.

Special meetings of the House of Delegates may be held within or outside of the State of Texas and may be called by an affirmative vote of two-thirds of the entire Board of Directors, by the speaker with concurrence of a two-thirds vote of the entire Steering Committee, or by a petition of Delegates comprised of signatures numbering one-third of the number of Delegates present at the previous annual meeting, as certified in the final report of the chair of the Tellers, Credentials, and Elections Committee, provided that the time and place of such meeting shall be announced not less than 30 days prior to the meeting.

Voting by proxy shall be allowed only at special meetings of the House of Delegates. The proxy of any Delegate can be revoked by that Delegate at any time. The results of any vote that includes proxy ballots will have the same force as any other vote of the House of Delegates.

Delegates eligible to vote at a special meeting of the House of Delegates are those who were credentialed by the Tellers, Credentials, and Elections Committee at the previous annual meeting of the House of Delegates.

All members of the Academy shall be notified of all House of Delegates meetings by mail or official publication.

Section 4 — Quorum

A majority of the number of Delegates credentialed by the Tellers, Credentials, and Elections Committee during each session of the House of Delegates meeting shall constitute a quorum for that session-

Section 5 — Voting Rights

Each sponsoring body shall deposit with the secretary of the House of Delegates a certificate certifying its Delegate(s) and alternate(s). The certificate must be signed the president, secretary, or chairperson of the sponsoring body. No Delegate or alternate shall be seated who is not a member of the Academy. Academy members not specified in the sponsoring body’s certificate may be certified and credentialed at the annual meeting in accordance with the House of Delegates Standing Rules. If Board policy allows appointment of delegates from general membership, these shall be posted on the Academy website 30 days prior to the meeting.

AAENP Past Presidents and AAENP Past Speakers, if not certified as Delegates or alternate Delegates by a sponsoring body, may participate in the House of Delegates in a non-voting. Members of the Board of Directors may address the House of Delegates on any matter under discussion.

Whenever the term “present” is used in these Bylaws with respect to Delegate voting, it shall mean credentialed as certified by the chair of the Tellers, Credentials, and Elections Committee.

Section 6 — Resolutions

Board policy shall guide creation of Chapters until the House of Delegates is established, then

Resolutions pertinent to the objectives of the Academy or in relation to any report by an officer or committee of the Academy shall be submitted in writing at least 90 days in advance of the House of Delegates meeting at which they are to be considered. Resolutions submitted within 90 days of the House of Delegates meeting shall be considered only as provided in the House of Delegates Standing Rules. Each resolution must be signed by at least two members of the Academy.

In the case of a resolution submitted by a component body of the House of Delegates or by a committee of the Academy, such resolution must be accompanied by a letter of endorsement from the president or chairperson representing the submitting body. Upon approval by the House of Delegates, and except for changes to the House of Delegates Standing Rules, resolutions shall be forwarded immediately to the Board of Directors for its consideration.

Section 7 — Nominating Committee

A Nominating Committee for positions elected by the House of Delegates shall be appointed annually and chaired by the Speaker, or by appointment by Board Chair prior to the election of a Speaker. A member of the Academy cannot concurrently accept nomination to the Board of Directors and House of Delegates Office. Nominations will also be accepted from the floor.

ARTICLE VII — BOARD OF DIRECTORS

Board policy shall guide Board membership until the House of Delegates is established, then

Section 1 — Authority

The management and control of the Academy shall be vested in the Board of Directors, subject to the restrictions imposed by these Bylaws.

Section 2 — Composition and Election

Once the House of Delegates is established, Election of Directors shall be by majority vote of the Delegates present and voting at the annual meeting of the House of Delegates. Board policy will guide appointment to the Board until the House of Delegates is established.

The Board shall consist of 12 elected directors including: (after establishment of the House of Delegates the Speaker and Vice Speaker, plus) the president, president-elect, immediate past president, and chair if any of these officers is serving following the conclusion of his or her elected term as director. The outgoing past president shall also remain a member of the Board of Directors until the conclusion of the Board meeting immediately following the annual meeting of the House of Delegates

Board policy will guide Board composition until the House of Delegates is established. Once the House of Delegates is established, the term of office of directors shall be three years and shall begin at the conclusion of the Board meeting following the annual meeting at which their elections occur and shall end at the conclusion of the Board meeting following the third succeeding annual meeting. No director may serve more than two consecutive three-year terms or total of 8 year unless specified elsewhere in these Bylaws.

Section 3 — Meetings

The Board of Directors shall meet at least annually. Once the House of Delegates is established, one of these meetings shall take place not later than 30 days following the annual meeting of the Academy. Other meetings shall take place at such other times and places as the Board may determine. Meetings may take place within or outside of the State of Texas. A majority of the Board shall constitute a quorum.

Subject to the provisions of these Bylaws with respect to notice of meetings of the Board of Directors, members of the Board of Directors may participate in and hold additional meetings of such Board by means of conference telephone or electronic communications by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a director participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

The Board may adopt policy to allow action to approved by electronic communication as long as meeting announcements and notice of action are provided to all members of the Board.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Board of Directors and House of Delegates officers, and such a consent shall have the same force and effect as a unanimous vote of the members of the Board of Directors at a meeting of the Board of Directors.

Special meetings of the Board of Directors may be called by the president with not less than 10 days notice to each director, either personally or by other appropriate means of communication. Special meetings also may be called by one-third of the current members of the Board in like manner and on like notice. Such notice of a special meeting of the Board of Directors shall specify the business to be transacted at, and the purpose of, such special meeting.

Section 4 — Removal

Once the House of Delegates is established, Any member of the Board of Directors may be removed from office at any meeting of the House of Delegates by a three-quarters vote of the Delegates present, as certified by the chair of the Tellers, Credentials, and Elections Committee. A removal must be initiated by a petition signed by Delegates present at that meeting. The number of signatures on the removal petition shall be not less than one-third of the number of Delegates present at the meeting at which the member of the Board of Directors was elected, as certified in the final report of the chair of the Tellers, Credentials, and Elections Committee.

Section 5 — Vacancy

Any vacancy filled shall be for the remainder of the unexpired term.

Board policy shall guide filling of vacancy on the Board until the House of Delegates is established, then

A vacancy created by removal shall be filled by a majority vote of the Delegates present and voting at the House of Delegates meeting at which the removal occurs. Nominations for such vacancy shall be accepted from the floor of the House of Delegates.

Vacancies created other than by removal may be filled by a majority vote of the remaining Board if more than 90 days remain before the annual House of Delegates meeting. If there are more than three concurrent vacancies, the House of Delegates shall elect directors to fill all vacancies via special election. If fewer than 90 days remain before the annual House of Delegates meeting, then the vacancies will not be filled until the annual House of Delegates meeting.

ARTICLE VIII — OFFICERS/EXECUTIVE DIRECTOR

Board policy shall guide filling of Officers on the Board until the House of Delegates is established, then

Section 1 – Officers

The officers of the Board of Directors shall be president, president-elect, Board chair, immediate past president, secretary-treasurer and the officers of the House of Delegates (the Speaker and Vice Speaker). The Board of Directors may appoint other officers as described in these Bylaws.

Section 2 — Election of Officers

The president-elect, chair, and secretary-treasurer shall be elected by a majority vote at the Board meeting immediately following the annual meeting. The president-elect shall be elected each year. The speaker and vice-speaker elected every other year by a majority vote of the House of Delegates by the Delegates present and voting at the annual meeting.

Section 3 — Removal

Any officer of the House of Delegates, the president, and the president-elect may be removed from office at any meeting of the House of Delegates by a three-quarters vote of the Delegates present, as certified by the chair of the Tellers, Credentials, and Elections Committee. A removal must be initiated by a petition signed by Delegates present at that meeting. The number of signatures on the removal petition shall be not less than one-third of the number of Delegates present at the meeting at which the House of Delegates officer was elected, as certified in the final report of the chair of the Tellers, Credentials, and Elections Committee.

Removal of an individual from the position of chair, vice president, or secretary-treasurer without removal as a member of the Board of Directors shall be carried out by the Board of Directors. Removal as chair shall also remove that individual from the Board of Directors if the chair is serving only by virtue of that office. Removal shall require a three-quarters vote of the full Board excluding the officer under consideration. Replacement shall be by the same process as for regular elections of these Board officers.

Section 4 — Vacancy

Vacancies in the offices of the Board of Directors and the House of Delegates occurring for reasons other than removal shall be filled in accordance with sections 4.1 through 4.4 of this Article X. Vacancies occurring by removal shall be filled in accordance with sections 4.5 and 4.6 of this Article X. Succession or election to fill any vacated office shall not count toward the term limit for that office.

Section 4.1 — President

In the event of a vacancy in the office of the president, the president-elect shall immediately succeed to the office of the president for the remainder of the unexpired term, after which their regular term as president shall be served.

Section 4.2 — President-Elect

In the event of a vacancy in the office of the president-elect, the Board of Directors, speaker, and vice speaker may fill the vacancy by majority vote for the remainder of the unexpired term from among the members of the Board. The Board will elect a president-elect who will serve a one-year term and succeed to President at the end of the year

Section 4.3 — Chair, Vice President, and Secretary-Treasurer

In the event of a vacancy in the office of chair, vice president, or secretary-treasurer, election to the vacant office shall occur as the first item of business, after approval of the minutes, at the next meeting of the Board of Directors.

Section 4.4 — House of Delegates Officers

In the event of a vacancy in the office of vice speaker, the Steering Committee shall nominate and elect an individual who meets the eligibility requirements of these Bylaws to serve as vice speaker. This election shall occur as the first item of business, following approval of the minutes, at the next meeting of the Steering Committee, by majority vote of the entire Steering Committee. If the vacancy occurs during the first year of a two-year term, the vice speaker will serve until the next meeting of the House of Delegates when the House of Delegates shall elect a vice speaker to serve the remainder of the unexpired term.

In the event of a vacancy in the office of speaker, the vice speaker shall succeed to the office of speaker for the remainder of the unexpired term, and an interim vice speaker shall then be elected as described above.

In the event that the offices of both speaker and vice speaker become vacant, the Steering Committee shall elect a speaker to serve until the election of a new speaker and vice speaker at the next meeting of the House of Delegates.

Section 4.5 — Vacancy by Removal of a Board Officer

In the event of removal of an officer of the Board of Directors, excluding the president, replacement shall be conducted by the same process as for regular elections of those officers. If the president is removed, the vacancy shall be filled by the president-elect for the remainder of the unexpired term, after which their regular term as president shall be served.

Section 4.6 — Vacancy by Removal of a House of Delegates Officer

In the event of removal of a House of Delegates officer, nominations for replacement shall be accepted from the floor of the House of Delegates, and election shall be by majority vote of the Delegates present and voting at the House of Delegates meeting at which the removal occurs. In the event that the speaker is removed and the vice speaker is elected to the office of speaker, the office of vice speaker shall then be filled by majority vote at that same meeting, from nominees from the floor of the House of Delegates.

Section 5 — President

The president shall be a member of the Board of Directors, and shall additionally hold ex-officio membership in all committees. The president's term of office shall begin at the conclusion of the first ensuing annual meeting of the House of Delegates following the meeting at which the election as president-elect occurred and shall end at the conclusion of the next annual meeting of the House of Delegates, or when a successor is seated.

Section 6 — Chair

The chair shall be a member of and shall chair the Board of Directors. Any director shall be eligible for election to the position of chair and shall be elected at the first Board of Directors meeting following the annual meeting of the House of Delegates. The chair's term of office shall begin at the conclusion of the meeting at which the election as chair occurs and shall end at the conclusion of the first Board of Directors meeting following the next annual meeting of the House of Delegates or when a successor is elected. No director may serve more than one term as chair.

Section 7 — President-Elect

Any member of the Board of Directors excluding the president, president-elect, and immediate past president shall be eligible for election to the position of president-elect by the House of Delegates. The president-elect shall be a member of the Board of Directors. The president-elect's term of office shall begin at the conclusion of the meeting at which the election as president-elect occurs and shall end with succession to the office of president. The president-elect shall succeed to the office of president at the conclusion of the first ensuing annual meeting of the House of Delegates following the meeting at which the election as president-elect occurred and shall end at the conclusion of the next annual meeting of the House of Delegates, or when a successor is seated.

Section 8 — Secretary-Treasurer

The secretary-treasurer shall be a member of the Board of Directors. The secretary-treasurer shall cause to be kept adequate and proper accounts of the properties, funds, and records of the Academy and shall perform such other duties as prescribed by the Board.

A director shall be eligible for election to the position of secretary-treasurer if he or she has at least one year remaining on the Board as an elected director and shall be elected at the first Board of Directors meeting following the annual meeting of the House of Delegates. The secretary-treasurer's term of office shall begin at the conclusion of the meeting at which the election as secretary-treasurer occurs and shall end at the conclusion of the first Board of Directors meeting following the next annual meeting of the House of Delegates or when a successor is elected. No secretary-treasurer may serve more than two consecutive terms.

The secretary-treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Academy with such depositories as may be designated by the Board of Directors. The secretary-treasurer shall disburse the funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all transactions as treasurer, and of the financial condition of the Academy; and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. Any of the duties of the secretary-treasurer may, by action of the Board of Directors, be assigned to the executive director.

Section 9 — Immediate Past President

The immediate past president shall remain a member of the Board of Directors for a period of one year following the term as president, or until such time as the regular term as a Board member shall expire, whichever is longer. The term of the immediate past president shall commence at the conclusion of the second annual meeting of the House of Delegates following the meeting at which the election of president-elect occurred and shall end at the conclusion of the third annual meeting following the election. The outgoing past president shall also remain a member of the Board of Directors until the conclusion of the Board meeting immediately following the annual meeting of the House of Delegates.

Section 10 — Speaker

Board policy shall guide appointment of Speaker for the first House of Delegates meeting, then

The term of office of the speaker of the House of Delegates shall be two years. The speaker shall attend meetings of the Board of Directors. The speaker shall preside at all meetings of the House of Delegates, except that the vice speaker may preside at the discretion of the speaker. The speaker shall prepare, or cause to be prepared, the agendas for the House of Delegates. The speaker may appoint committees of the House of Delegates and shall inform the Delegates of the activities of the Academy. The speaker's term of office shall begin immediately following the conclusion of the annual meeting at which the election occurred and shall conclude at such time as a successor takes office. The speaker shall not have the right to vote in the House of Delegates except in the event of a tie vote of the Delegates. During the term of office, the speaker is ineligible to accept nomination to the Board of Directors of the Academy. No speaker may serve consecutive terms.

Section 11 — Vice Speaker

The term of office of the vice speaker of the House of Delegates shall be two years. The vice speaker shall attend meetings of the Board of Directors. The vice speaker shall assume the duties and responsibilities of the speaker if the speaker so requests or if the speaker is unable to perform such duties. The term of the office of the vice speaker shall begin immediately following the conclusion of the annual meeting at which the election occurred and shall conclude at such time as a successor takes office. During the term of office, the vice speaker is ineligible to accept nomination to the Board of Directors of the Academy. No vice speaker may serve consecutive terms.

Section 12 — Executive Director

An executive director shall be appointed for a term and at a stipend to be fixed by the Board of Directors. The executive director shall, under the direction of the Board of Directors, perform such duties as may be assigned by the Board of Directors. The executive director shall keep or cause to be kept an accurate record of the minutes and transactions of the House of Delegates and of the Board of Directors and shall serve as secretary to these bodies. The executive director shall supervise all other employees and agents of the Academy and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The executive director shall not be entitled to vote.

ARTICLE IX — COMMITTEES

Section 1 — General Committees

The president shall annually appoint committees and task forces to address issues pertinent to the Academy as deemed advisable. The members thereof need not consist of members of the Board, nor shall it be necessary that the chair of a committee be a member of the Board.

Section 2 — Executive Committee

The Board of Directors shall have an Executive Committee, consisting of the president, president-elect, secretary-treasurer, immediate past president, speaker (when elected) and chair. The Executive Committee shall have the authority to act on behalf of the Board, subject to ratification by the Board at its next meeting.

Meetings of the Executive Committee shall be held at the call of the chair or president. A report of its actions shall be given by the Executive Committee to the Board of Directors in writing within two weeks of the adjournment of the meeting.

Board policy shall guide other Committees until the House of Delegates is established, then

Section 3 — Steering Committee

A Steering Committee of the House of Delegates shall be appointed by the speaker of the House of Delegates. The committee shall be appointed annually for a one-year term. It shall be the function of the committee to represent the House of Delegates between House of Delegates meetings. The committee shall be required to meet at least two times annually, and all action taken by the committee shall be subject to final approval by the House of Delegates at the next regularly scheduled session. The speaker of the House of Delegates shall be the chair of the Steering Committee.

The Steering Committee cannot overrule resolutions, actions, or appropriations enacted by the House of Delegates. The Steering Committee may amend such instructions of the House of Delegates, or approve amendments proposed by the Board of Directors, provided that such amendment shall not change the intent or basic content of the instructions. Such actions to amend, or approve amendment, can only be by a three-quarters vote of all the members of the Steering Committee and must include the position and vote of each member of the Steering Committee. Notice by mail or official publication shall be given to the membership regarding such amendment, or

approval of amendment, of the House of Delegate’s instructions. Such notice shall contain the position and vote of each member of the Steering Committee regarding amendment of or approval of amendment.

Section 4 — Finance Committee

The Finance Committee shall be appointed by the president. The committee shall be composed of the president-elect, secretary-treasurer, speaker of the House of Delegates or his/her designee, and up to eight members at large. The chair shall be one of the members at large. The Finance Committee is charged with an audit oversight function and a policy advisory function and may be assigned additional objectives by the president. As audit overseers, the committee performs detailed analysis of the Academy budget and other financial reports ensuring due diligence and proper accounting principles are followed. In addition, expenses incurred in attending official meetings of the Board, shall be reimbursed consistent with amounts fixed by the Finance Committee and with the policies approved by the Board.

Section 5 — Bylaws Committee

The Bylaws Committee shall be appointed by the president. The Bylaws Committee is charged with the ongoing review of the Academy Bylaws for areas that may be in need of revision and also charged with the review of chapter bylaws. The Bylaws Committee may be assigned additional objectives by the president or Board of Directors

ARTICLE X — ETHICS

Board policy shall guide Ethics until the House of Delegates is established and adopts a ‘Code’, then

The “Code of Ethics Emergency Nurse Practitioner” shall be the ethical foundation of the Academy. Charges of violations of ethical principles or policies contained in the “Code of Ethics for Emergency Nurse Practitioner” may be brought in accordance with procedures described in the Academy Manual.

ARTICLE XI — AMENDMENTS

Board policy shall guide changes and amendments of these Bylaws until the House of Delegates is established, then

Section 1 — Submission

Any member of the Academy may submit proposed amendments to these Bylaws. Each amendment proposal must be signed by at least two members of the Academy. In the case of an amendment proposed by a component body of the House of Delegates or by a committee of the Academy, each amendment proposal must be accompanied by a letter of endorsement from the president or chairperson representing the submitting body. Such submissions must be presented to the House of Delegates secretary of the Academy at least 90 days prior to the House of Delegates meeting at which the proposed amendments are to be considered. The Bylaws Committee, up to 45 days prior to the House of Delegates meeting, with the consent of the submitters, may make changes to Bylaws resolutions insofar as such changes would clarify the intent or circumvent conflicts with other portions of the Bylaws.

If a proposed Bylaws amendment is a Contested Amendment, as hereinafter defined, then such Contested Amendment shall be considered already to have fulfilled the submission obligation.

Section 2 — Notice

For any proposed Bylaws amendment, including a Contested Amendment as hereinafter defined, the executive director of the Academy shall give notice to the members of the Academy, official correspondence, at

least 30 days prior to the House of Delegates meeting at which any such proposed Bylaws amendment is to be considered for adoption.

Section 3 — Amendment Under Initial Consideration

A proposed Bylaws amendment which, at any meeting of the House of Delegates, has received an affirmative vote of at least two-thirds of the Delegates present, as certified by the chair of the Tellers, Credentials, and Elections Committee, shall be deemed an Amendment Under Initial Consideration. The Board of Directors must vote upon an Amendment Under Initial Consideration no later than the conclusion of the Board's second meeting following said House of Delegates meeting. If the Amendment Under Initial Consideration receives the affirmative vote of at least two-thirds of the members of the Board of Directors, then it shall be adopted and these Bylaws shall be so amended immediately.

Section 4 — Contested Amendment

If an Amendment Under Initial Consideration fails to receive an affirmative vote of at least two-thirds of the members of the Board of Directors, then such proposed Bylaws amendment shall be deemed a Contested Amendment. The positions and vote of each member of the Board regarding such Contested Amendment shall be presented to the House of Delegates' Steering Committee at the Steering Committee's first meeting following said vote of the Board of Directors. The House of Delegates' component bodies and Delegates shall be notified within 30 days of the Board action. The Steering Committee shall not have the authority to amend or adopt a Contested Amendment. The speaker may call a special meeting of the House of Delegates to consider a Contested Amendment. The time and place of such meeting shall be announced no less than 40 and no more than 50 days prior to the meeting.

The Contested Amendment, identical in every way to its parent Amendment Under Initial Consideration, and the positions and vote of each member of the Board of Directors regarding such Contested Amendment, shall be presented to the House of Delegates at the House of Delegates' first meeting following said vote of the Board of Directors.

If the unmodified Contested Amendment receives the affirmative vote of at least two-thirds of the Delegates present at that House of Delegates meeting, as certified by the chair of the Tellers, Credentials, and Elections Committee, then such proposed Bylaws amendment shall be adopted, and these Bylaws shall be so amended immediately.

If a Contested Amendment is modified in any way, and then receives the affirmative vote of at least two-thirds of the Delegates present at that House of Delegates meeting, as certified by the Tellers, Credentials, and Elections Committee, such Contested Amendment shall then be deemed an Amendment Under Initial Consideration and be subject to the process for adoption defined herein.

ARTICLE XII — MISCELLANEOUS

Board policy shall guide these issues until the House of Delegates is established, then

Section 1 — Inspection of Records

The minutes of the proceedings of the Board of Directors and of the House of Delegates, the membership books, and books of account shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member, and shall be produced at any time when requested by the demand of 10 percent of the members at any meeting of the House of Delegates. Such inspection may be made by the member, agent, or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing to the president or the secretary-treasurer of the Academy.

Section 2 — Annual Report

The Board or Directors shall make available to the members as soon as practical after the close of the fiscal year, audited financial statements, certified by an independent certified public accountant.

Section 3 — Parliamentary Authority

The parliamentary authority for meetings of the Academy shall be *Standard Code of Parliamentary Procedure (AIP)*, except when in conflict with the Bylaws of the Academy or the House of Delegates Standing Rules.

Section 4 — Academy Manual

The Academy shall have a Academy Manual to address such matters as may be deemed suitable by the Board of Directors and the House of Delegates.

Amendments to the Academy Manual may be made by majority vote of both the House of Delegates and the Board of Directors.

ARTICLE XIII — MANDATORY INDEMNIFICATION

Board policy shall guide changes and amendments of these Bylaws until the House of Delegates is established, then

Section 1 — Policy of Indemnification and Advancement of Expenses

To the full extent permitted by the Texas Business Organizations Code, as amended from time to time, the Academy shall indemnify all Directors, Officers, and all Employees of the Academy against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director, Officer, or Employee of the Academy and the Academy shall advance to such person(s) such reasonable expenses as are incurred by such person in connection therewith.

Section 2 — Definitions

For purposes of this Article XIII:

1. "Director" means any person who is or was a director of the Academy and any person who, while a director of the Academy, is or was serving at the request of the Academy as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Academy or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
2. "Officer" means any person who is or was an officer of the Academy and any person who, while an officer of the Academy, is or was serving at the request of the Academy as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Academy or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.
3. "Employee" means an individual:
 - a. Selected and engaged by AAENP;
 - b. To Whom wages are paid by AAENP;
 - c. Whom AAENP has the power to dismiss; and
 - d. Whose work conduct AAENP has the power or right to control.

4. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 3 — Non-Exclusive; Continuation

The indemnification provided by this Article XV shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement or otherwise both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Director, Officer, or Employee of the Academy engaged in any other enterprise at the request of the Academy and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4 — Insurance or Other Arrangement

The Academy shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, or Employee of the Academy, or who is or was not a Director, Officer, or Employee of the Academy but is or was serving at the request of the Academy as a Director, Officer, or Employee or any other capacity in another corporation, or a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article XV.

Section 5 — Exclusion of Certain Acts from Indemnification

Notwithstanding any other provision of this Article XV, no Director, Officer, or Employee of the Academy shall be indemnified for any dishonest or fraudulent acts, willful violation of applicable law, or actions taken by such person when acting outside of the scope of such person's office, position, or authority with or granted by the Academy or the Board of Directors.

ARTICLE XIV — BYLAWS ADOPTION

Board policy shall guide changes and amendments of these Bylaws until the House of Delegates is established and adopts a formal organizational Bylaws document.

These 'Interim' Bylaws of the Academy will be adopted at a regular Board meeting by a two-thirds affirmative vote of the Board of Directors after adoption by a majority vote at a preceding regular meeting of the Board and will be in effect until the 'Formal' adoption of Bylaws of the Academy at a regular meeting of the House of Delegates. Upon 'Formal' adoption of the Bylaws this Article will be deleted.

Additional or changes to these 'Interim Bylaws' require a 2/3 majority vote of the Board after consideration at a prior regular Board meeting.