

HMONG NURSES ASSOCIATION BYLAWS

Article 1-NAME

The name of this organization shall be the Hmong Nurses Association, Inc., hereinafter known as HNA. The official abbreviation shall be HNA.

Article 2-OFFICES

Section 1: PRINCIPAL OFFICE

The principal office of HNA for the transaction of business may be established at any place or places within or outside the State of California by resolution of the Board of Directors.

Section 2: OTHER OFFICES

The HNA Board of Directors may at any given time establish a Chapter office where it is qualified for the transaction of business.

Article 3-PURPOSE, MISSION AND VALUES STATEMENTS AND GOALS

Section 1: PURPOSE

Prior to the existence of HNA, there was no other organization or association of its kind that represented Hmong nursing professionals. In an effort to bridge this gap, the Hmong Nurses Association (HNA) was formed. HNA provides a unique opportunity for Hmong nurses as well as the communities they serve because of its vision and mission. HNA is organized and operated exclusively for the purposes set forth in Article 4 of the Articles of Incorporation of a Nonprofit Public Benefit Corporation within the meaning of Internal Revenue Code section 501(c)(3). No substantial part of the activities of HNA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and HNA shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of HNA is irrevocably dedicated to the purposes in Article 4 of the Articles of Incorporation of a Nonprofit Public Benefit Corporation hereof and no part of the net income or assets of HNA shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution of HNA, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be

distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusive for charitable, education and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

Section 2: VISION

Empower Hmong nurses to strengthen their career and reach their fullest potential in the nursing profession in solidarity of sharing knowledge to improve and to sustain the health of its members and the community.

Section 3: MISSION

Be a professional organization that unites and empowers Hmong nurses to strengthen nursing knowledge and clinical practice towards the highest standards, to passionately sustain the collegial interactions and quality of life amongst Hmong nurses through networking and mentorship, and to educate the Hmong community about wellness management.

Section 4: VALUES

HNA is a professional organization that values honesty, integrity, transparency, confidentiality, equity, sharing of knowledge, mentorship of future Hmong nurses, and the collaboration of Hmong nurses to promote and sustain a healthy community.

Section 5: OBJECTIVE GOALS

The goals of HNA shall include, but not be limited to:

1. Unite Hmong nurses nationally and globally.
2. Recruit, advise, and mentor individuals who are interested in the profession of nursing so that there would be a continual stream of Hmong nurses.
3. Identify, develop, implement, and improve programs in nursing leadership, clinical practice, nursing education, and nursing research relevant to professional growth of its members.
4. Collaborate within HNA and with other professional organization and agencies in the community.
5. Identify, develop, implement, and improve programs for the health of the Hmong community.

Article 4-MEMBERSHIP AND DUES

Section 1: QUALIFICATIONS

The members of HNA shall consist of individuals who hold or is eligible to hold current licensure to practice as a Registered Nurse, Licensed Vocational Nurse, or Licensed Practical Nurse; matriculated nursing student; and individuals who express support for the vision, mission, goals and bylaws of HNA. Members may obtain membership through Chapters or be Members-at-Large.

Section 2: CATEGORIES

HNA shall have two (2) categories of memberships. Categories of membership are membership through a Chapter and Member-at-Large. No member may hold membership in more than one category of membership in HNA.

- A. Chapter Member: A member of a Chapter that holds membership in HNA.
- B. Member-at-Large: A member residing in a state where a Chapter does not exist and membership is therefore obtained directly through HNA, or a member who chooses not to belong to a Chapter.

Section 3: CLASSIFICATION

HNA shall have four (4) classifications of members which will further be classified as: Active, Associate, Honorary, and Lifetime. An individual may only hold one classification of membership in HNA at a time.

- A. Active Member: An individual who holds or is eligible to hold current licensure to practice as a Registered Nurse, Licensed Vocational Nurse, or Licensed Practical Nurse or a matriculated nursing student who has paid his/her membership dues to HNA. Therefore, s/he has voting rights and are eligible for all the benefits of HNA.
- B. Associate Member: A community member who has paid his/her membership dues and expresses support or is actively engaged in the activities of HNA to fulfill the vision, mission, and goals. Associate Members may not vote but are eligible for benefits of HNA.
- C. Honorary Member: Honorary status is conferred by the HNA Board of Directors' unanimous vote to a person who has contributed exemplary and significant work in fulfilling HNA's vision, mission, and goals. Honorary Members may not vote, but are eligible for benefits of HNA. Honorary Members are waived from membership dues.

- D. Lifetime Member: A licensed professional nurse is granted this status when s/he is a founding member of HNA. Lifetime Members shall have Active Membership and all benefits of HNA. Lifetime Members are waived from membership dues.

Section 4: APPLICATION OF MEMBERSHIP

- A. All applicants applying for Active Membership shall submit a completed application form and evidence of their licensure by the appropriate state or federal licensing agency or with evidence of enrollment in an approved RN/LPN/LVN nursing program. Those applicants who do not meet the criteria for Active Membership shall not be accepted into the Active Membership classification and their application and fees shall be returned to them.
- B. Those applicants who do not meet the criteria for Active Membership can elect for Associate Membership if they should choose.
- C. Those applicants for Honorary Membership shall be elected to Honorary Membership by unanimous vote of the HNA Board of Directors.

Section 5: REPRESENTATION/PRIVILEGES

- A. Active Members are eligible to hold elected official positions, serve on elected or appointed committees and delegate duties. Active Members are permitted to vote.
- B. Associate Members shall have all of the rights and privileges of Active Members except hold an elected official position, chair a committee, serve as a delegate to the annual meeting and/or other special meetings, or vote.
- C. Honorary Members may serve as specialized experts and resource consultants. Honorary members do not have voting rights or delegation power.
- D. Membership status and eligibility shall be determined from documented data on the application form, and membership shall be duly noted on the current HNA membership roster.
- E. All members shall be eligible for scholarships, awards, recognition, and other benefits as approved by the HNA Board of Directors.

Section 6. MEMBERSHIP RENEWAL AND DUES

- A. Membership for all members, other than Honorary and Lifetime Members, shall only be issued for a specific period of time. The dues for each member of HNA shall be determined by the Board of Directors. Members must submit evidence of licensure or evidence of current enrollment in an approved nursing program, as aforementioned in Article 4, Section 3A, and members must also submit membership payment in order to renew membership.
- B. The membership of any member who fails to renew membership within sixty (60) business days from the time it is due shall expire.

- i. Any member whose membership expires because of incomplete membership renewal may be reinstated by completing an application as described in Section 4 of this article.
 - ii. Any member whose dues are not received on or before expiration of membership shall be removed from the membership roster and all privileges from HNA shall be withdrawn.
- C. The HNA Board of Directors will annually evaluate the membership dues structure and revise as necessary. Members will be notified of any changes prior to implementation.
- D. All Nationally Elected Officers are waived from membership dues during their term.

Section 7: TERMINATION OF MEMBERSHIP

- A. Cause: HNA membership is a privilege and HNA reserves the right to revoke or disqualify a member without refund of membership dues. Termination of membership shall occur in the event(s) of the following, but not be limited to:
 - i. Violation of HNA's bylaws and rules of conduct
 - ii. Injurious or detrimental conduct to the vision, mission, and goals of HNA
 - iii. The revocation or suspension of a member's nursing license or registration as a nurse, or discontinuation of member's enrollment in an approved nursing program
 - iv. Current conviction of a member for a felony which indicates that the member may be a danger to the public
 - v. Failure to renew membership
- B. Procedure: Before termination of membership, the following procedure shall occur:
 - i. A formal written notice stating the reason for termination shall be sent to the member at least thirty (30) business days before the termination.
 - ii. The notice shall be sent prepaid, by first class or registered mail, to the member's most recent address shown on HNA's records.
 - iii. If the member decides that s/he would like an opportunity to appeal, the member shall submit a written appeal response to HNA. HNA shall schedule a hearing at least seven (7) days before the effective date of the termination. The member may choose to be present at the hearing.
 - iv. Any member who has been terminated due to a failure to renew his/her membership may be reinstated by completing an application as stated in Article 4, Section 4.
 - v. Any terminated member, other than failure to renew his/her membership, may be reinstated as a member of HNA after a review by the HNA Board of Directors with a majority (50%+1) vote for eligibility for membership.

Section 8: CODE OF CONDUCT

All members shall follow the Code of Conduct that are HNA's Values Statement in Article 3, Section 4.

Article 5-CHAPTERS AND REGIONAL SECTIONS

Section 1: CHAPTER AND REGION FORMATION

- A. A Chapter of HNA shall form as long as there is a minimum of eleven (11) Active Members who are not members of another HNA Chapter, a minimum of three (3) elected Chapter Officers, and the Chapter has been approved by the HNA Board of Directors.
- B. Chapters of HNA shall adhere to the Bylaws and Code of Conduct that are HNA's Values Statement in Article 3, Section 4.
- C. Chapters shall promote the mission, vision, purpose and goals of HNA.

Section 2: DISSOLUTION OF CHAPTER

If a Chapter falls below the minimum criteria of members per Article 5, Section 1A, the Chapter shall have six (6) months to re-establish the minimum quota of eleven (11) Active Members to maintain its status. Otherwise, the Chapter will be dissolved, and members will be reclassified as Members-at-Large.

Section 3: REGIONAL FORMATION

- A. HNA will comprise of three (3) regions in the United States of America as delineated by the HNA Board of Directors.
- B. HNA reserves the right to realign the regional boundaries as per the request of the Active Members and majority (50%+1) vote of the Board of Directors.
- C. Each region shall have one (1) elected Regional Director.

Article 6-ORGANIZATION INFRASTRUCTURE

HNA's organizational infrastructure shall include the Executive Board of Advisors, Board of Directors, Regional Directors, and Chapter Officers. The governing body of HNA shall be the Board of Directors.

Section 1: EXECUTIVE BOARD OF ADVISORS

- A. The Executive Board of Advisors shall consist of the Lifetime Members.
- B. The terms of the Executive Board of Advisors are perpetual.

Section 2: BOARD OF DIRECTORS

- A. The governing body of HNA shall be the Board of Directors, which shall consist of the Executive Board of Advisors and the Nationally Elected Officers: National President, National Vice President, National Secretary, National Treasurer, and the Immediate Past President.

Section 3: REGIONAL DIRECTORS

Regional Directors shall consist of elected officials from each designated geographic regions as stated in Article 5, Section 3. Regional Directors shall report to the National President on a quarterly basis regarding the activities and businesses of Chapters within that region.

- A. Regional Directors shall perform duties as assigned by the Board of Directors.

Section 4: CHAPTER OFFICERS

Chapter formation shall be as stated in Article 5, Section 1. In an event that a Chapter fails to adhere to the Bylaws and Code of Conduct that are HNA's Values Statement in Article 3, Section 4, the Board of Directors reserve the right to redirect and reinforce the Bylaws and Code of Conduct as stated in Article 7, Section 3B.

- A. Elected Chapter Officers shall govern each Chapter as stated in Article 8, Section 8.
- B. Elected Chapter Officers shall report to their Regional Director on a quarterly basis.
- C. Elected Chapter Officers shall perform duties as assigned as stated in Article 8, Section 8.

Article 7-BOARD OF DIRECTORS

HNA shall be governed by a Board of Directors with no less than three (3) and no more than thirteen (13) members as per Article 6, Section 2A.

Section 1: ELIGIBILITY

Each officer shall be an Active Member of HNA for a minimum of one (1) year. All officers shall have current knowledge of HNA's activities, missions, vision, and goals.

Section 2: TERMS OF OFFICE

- A. The terms of office shall begin at the close of the fiscal year as stated in in Article 13.
- B. The Executive Board of Advisors' terms are perpetual as aforementioned in Article 6, Section 1B.
- C. The term for the National President, National Vice President, National Secretary and National Treasurer shall be elected to serve a four (4) year term of office.

- i. Two (2) successive terms may be served, so long as the officer's original term is not exceeded.
- D. The term for the Immediate Past-President is an additional, but not limited to one (1) year or until his/her successor is elected and qualified.
 - i. The Immediate Past-President shall provide continuity and counsel to the Board of Directors and perform other duties as assigned.

Section 3: ACCOUNTABILITIES AND DUTIES

- A. The Executive Board of Advisors have the following accountabilities and duties, but not limited to:
 - i. Establish the vision, mission, and values statement for HNA
 - ii. Support and assess the performance of the officers of HNA
 - iii. A majority (50% + 1) of the Executive Board of Advisors may appoint replacements for all vacant positions to fill the balance of the unexpired terms

- B. The Board of Directors have the following accountabilities and duties, but not limited to:
 - i. Select, support, and assess, the performance of the Nationally Elected Officers, Regional Directors, and Chapter Officers
 - ii. May appoint replacements for all other vacancies to fill the balance of the unexpired terms
 - iii. Ensure effective organizational planning
 - iv. Manage resources effectively
 - v. Determine, monitor, and strengthen HNA's programs and services
 - vi. Uphold legal and ethical integrity
 - vii. Recruit and orient new members to the Board of Directors and assess their performance
 - viii. Assure effective communication between Regional Directors and Chapter Officers
 - ix. Have general supervision of the affairs of the corporation between its businesses and meetings
 - x. Maintain solvency of the corporation by managing revenue and expenses
 - xi. Make policy decisions and establish positions on behalf of the Board of Directors and HNA
 - xii. Establish policies and procedures for the Board of Directors and HNA
 - xiii. Prepare an annual budget
 - xiv. Approve or disapprove reports, conflict resolutions or actions of directors, officers, and committees
 - xv. Delegate daily operations to staff or volunteers, but members of the Board of Directors are ultimately responsible for the actions delegated

Section 4: MEETINGS

Meetings of the Board of Directors shall be held at such times and at such places as directed by the Board for the purposes of organization, and the consideration of any other business which may properly be brought before the meeting. Meetings may be conducted in person, by telephone or the equivalent in which communication allows all participants of the meeting to communicate and hear each other effectively.

- A. The Board of Directors shall meet on a quarterly basis.
- B. Special/Emergency Meetings, as stated in Article 9, Section 2, of the Board of Directors for any purpose may be called at any time by the Chairperson of the Executive Board of Advisors, Chairperson of the Board of Directors or any two Directors via oral or written notice.

Section 5. MEETING NOTICE

- A. Notice of Regular Meeting of the Board of Directors shall be given at least two (2) weeks prior to the time set for the meeting if delivered personally, by telephone or telegraph or electronic mail notification.
- B. Notice of Special/Emergency Meetings of the Board of Directors shall be given at least two (2) business days prior to the time set for the meeting if delivered personally, by telephone or telegraph or electronic mail notification.

Section 6: QUORUM

A majority (50% + 1) of the Board of Directors, three (3) of whom must be the Executive Board of Advisors, shall be necessary to constitute a quorum of the Board at any meeting.

Section 7: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 8: VACANCIES

In the event that a vacancy in the Board of Directors occur due to a change in status or otherwise, such vacancy shall be filled as follows:

- A. President: The Vice President shall assume the office.
- B. Vice-President: The Board of Directors shall appoint a qualified member. The appointee shall serve the remainder of the unexpired term.
- C. The Board of Directors may appoint replacement for all other vacancies to fill the balance of the unexpired terms, except where a Director has been removed by Active

Members as stated in Article 8, Section 9. Such a vacancy shall be filled by written vote of the Active Members as stated in Article 10.

- D. A vacancy may be declared on the Board of Directors by one of the following, but not limited to:
 - i. Resignation
 - ii. Malfeasance in office
 - iii. Absence without just cause from two (2) consecutive board meetings or two (2) meetings in a year
 - iv. Incapacity to perform duties
 - 1. Personal reasons
 - 2. Chronic illness
 - 3. Death

Section 9: REMOVAL OF DIRECTORS

The removal of a Director or Officer shall be at the discretion of the Board of Directors if the Director or Officer fails or ceases to meet the qualifications, engage in any activity that is directly contrary to the interests of HNA, malfeasance or corruption in office.

- A. Malfeasance is defined as any dishonest or illegal behavior, wrongful or unlawful act affecting the performance of one's duty.
- B. Corruption is defined as dishonest or fraudulent conduct by those in power, typically involving bribery.

Section 10: RESIGNATION OF DIRECTORS

- A. Any Director or Officer may resign at any time as long as written notice has been given to the Board of Directors.
- B. Any resignation is effective as of the date of receipt of the resignation notification or the date specified in the resignation letter.
- C. The acceptance of the resignation shall not be necessary to make it effective.

Article 8-ELECTED OFFICERS

Section 1. COMPOSITION

The Elected Officers of HNA shall consist of the Nationally elected Officers, elected Regional Directors, and elected Chapter officers, and other officers as the Board of Directors may authorize.

Section 2. TERMS OF OFFICE

- A. The Nationally elected Officers as per Article 6, Section 2A shall serve a four (4) year term of office.

- i. Two (2) successive terms may be served, so long as the officer's original term is not exceeded
- B. The Regional Director from each geographical region as stated in Article 6, Section 3, shall serve for a four (4) year term.
- C. Chapter Officers will be elected biennially, and Chapter Officers shall serve for a two (2) year term.

Section 3. DUTIES OF NATIONAL PRESIDENT

Duties of the National President are as follows, but not limited to:

- A. Provide for the general supervision and control of all business and affairs of HNA, subject to the control of the Board of Directors.
- B. Preside at all meetings of the membership and the Board of Directors.
- C. Serve as an ex officio member of all volunteer committees and perform all duties as assigned.
- D. Confer with Regional Directors quarterly per year about activities and businesses of the Region(s) and its Chapters.
- E. Take on duties delegated by the Board of Directors.

Section 4. DUTIES OF NATIONAL VICE PRESIDENT

Duties of the National Vice President are as follows, but not limited to:

- A. Become familiar with the duties of the National President.
- B. Shall succeed the office of the President in the case of a vacancy.
- C. Preside over meetings of the membership and the Board of Directors when the President is absent.
- D. Take on duties delegated by the Board of Directors.

Section 5. NATIONAL SECRETARY

Duties of the National Secretary are as follows, but not limited to:

- A. Convene meetings of the Board of Directors in the event the office of the National President and National Vice President become vacant.
- B. Perform such duties as may be necessary to coordinate and advance HNA's objectives.
- C. Be the custodian of all records and documents:
 - i. Articles of incorporation
 - ii. Bylaws
 - iii. Meeting minutes
 - iv. Keep a book of meeting minutes of HNA Board of Directors

Section 6. NATIONAL TREASURER

Duties of the National Treasurer are as follows, but not limited to:

- A. Monitor and maintain an accurate report of all financial transactions and investments of HNA and its Chapters.
- B. Prepare and submit an annual budget.
- C. Confer with all Chapter Treasurers on a quarterly basis per year about activities and businesses of its Chapters.
- D. Prepare an annual financial report thirty (30) days prior to the end of the fiscal year.

Section 7. REGIONAL DIRECTORS

Duties of the Regional Directors are as follows, but not limited to:

- A. Oversee Chapters as stated in Article 6, Section 3
- B. Communicate with the Chapter(s) and the National President
 - i. Meets with Chapter(s)
 - 1. Minimum of quarterly per year
 - ii. Meets and reports all Chapter(s) activities to the National President
 - 1. Minimum of quarterly per year
 - iii. Regional Director(s) shall be elected by the Chapters within its geographical region(s)
 - iv. In the event that a Regional Director position becomes vacant, an interim personnel will be appointed by the Board of Directors
- C. Regional Director shall not concurrently hold a Chapter Officer position

Section 8. CHAPTER OFFICIALS

Duties of the Chapter Officers are as follows, but not limited to:

- A. Chapter President
 - i. Serve as chairperson of the Chapter
 - ii. Oversee the activities of the Chapter
 - iii. Present an annual report at the annual meeting
 - iv. Initiate the yearly goals of Chapter
 - v. Serve as ex-officio member of all Chapter committees except the Committee of Nominations
 - vi. Report to the Regional Director quarterly per year
 - vii. Perform other duties as assigned
- B. Chapter Vice President

- i. In the absence of the Chapter President, perform all duties and assume all responsibilities of the Chapter President
 - ii. Take on duties delegated by the Chapter President.
 - iii. Perform other duties as assigned
- C. Chapter Secretary
 - i. Convene meetings of the chapter in the event the Chapter President and Chapter Vice President become vacant
 - ii. Perform other duties as assigned
 - iii. Be the custodian of all records and documents of the Chapter
 - 1. Articles of incorporation
 - 2. Bylaws
 - 3. Meeting minutes
 - 4. Keep a book of meeting minutes of the Chapter
- D. Chapter Treasurer
 - i. Monitor and maintain an accurate report of all financial transactions and investments of the Chapter
 - ii. Prepare and submit an annual budget
 - iii. Prepare an annual Chapter fiscal report thirty (30) days prior to the end of the fiscal year
 - iv. Confer with the National Treasurer quarterly per year about activities and businesses of its Chapter.

Article 9-HNA MEMBER MEETINGS AND QUORUM

Section 1: NATIONAL MEETING

The National Meeting of the members shall be held at a time and place determined by the Board of Directors for the purpose of receiving the results of the elected officers and directors, receiving reports of the Board of Directors, committees and other volunteer groups, and transacting such other business as may come before the meeting.

Section 2: REGIONAL MEETING

The Regional Meeting of the members shall be held at a time and place determined by the Regional Director for the purpose to receive the results of the elected Chapter Officers and Regional Directors, to review reports from the Board of Directors, committees, volunteer groups, and to transact HNA businesses.

Section 3: CHAPTER MEETINGS

Chapter meetings shall meet on a quarterly basis at a time and place determined by the Chapter Officers for the purpose of HNA business transactions.

Section 4: SPECIAL/EMERGENCY MEETINGS

- A. Special/Emergency meetings may be called at any time by the majority (50% + 1) of the Executive Board of Advisors, National President, by a majority (50% + 1) of the Board of Directors, or upon request of ten percent (10%) of the total Active Members.
 - i. Notice of Special/Emergency Meetings shall be given to each member(s) at least two (2) business days prior to the time set for the meeting if delivered personally, by telephone or telegraph or electronic mail notification.
 - ii. If the members request a Special/Emergency Meeting, they shall make a written request signed by all requesting Active Members, specifying the time and general nature of the business proposed to be transacted and send the request to the Board of Directors.
- B. Any meeting may be held by telephone conference or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 5: NOTICE OF MEMBERS' MEETING

The National Secretary of HNA or Chapter Secretary shall notify each member with a written notification via electronic or postal mail to his/her last recorded address at least thirty (30) days, and not more than ninety (90) days prior to the meeting. The notice shall include a statement of the place, day and hour of the meeting.

- A. Notice for Chapter meeting shall describe the general matters of the Chapter, at the time of giving the notice and subjects intend to present at the meeting.
- B. Notice for Special/Emergency Meeting shall state the general nature of the subject or subjects to be considered. If the subject is not described in this notice then no action can be taken on the subject at the meeting.
- C. Notice for National and Regional Meetings shall describe the general matters which the Board of Directors, at the time of giving the notice and subjects, intend to present at the meeting.

Section 5. QUORUM

- A. Twenty-five percent (25%) of the total Active Members must be present or present by proxy, at any membership meeting of HNA to constitute a quorum. If a quorum is not present at a meeting, any action taken at the meeting will not be considered a valid action.
- B. Any vote taken by written vote will be valid only if at least twenty-five percent (25%) of the members entitled to vote, return the written ballots by the close of the election date as designated by the Nominating Committee or Board of Directors.
- C. Majority (50% + 1) of members of the Executive Board of Advisors and Board of Directors including National President, National Vice president, National Secretary, National Treasurer and Immediate Past- President shall constitute a quorum at any Special/Emergency Meeting duly convened.

Section 6. ADJOURNED MEETING; NOTICE

A majority (50% + 1) of Active Members present at any meeting may vote to adjourn that meeting and continue the meeting at another time and place. No notice of the continued meeting is necessary if:

- A. A quorum was present in the original meeting
- B. The continued meeting is set less than thirty (30) days after the original meeting
- C. No fixed record date is set for the continued meeting

Article 10-ELECTIONS AND VOTING BY MEMBERSHIP

Section 1. NOMINATIONS

- A. After receiving nominations from Active Members, the Nominating Committee, as stated in Article 12, Section 1, shall compose a list of eligible candidates for vacant positions.
- B. Active Members may nominate eligible candidates for election to the Board of Directors or Nominating Committee during the nomination period.
 - i. Nominations will open 90 days prior to the National Membership Meeting or election date, and nominations will close 75 days prior to the National Membership Meeting or election date.
 - ii. On timely receipt of a petition, either the National Secretary or the Nominating Committee shall place the names of the eligible candidates on the ballot.
 - iii. All nominated candidates must submit full disclosure of any conflict of interests, nepotism, and/or disorderly misconduct, and convictions.
 - iv. Active Member may self-nominate.
 - v. Write-in candidates shall not be accepted on the ballot.
 - vi. Board of Directors, Regional Directors, and Chapter Officers are disallowed from nominating candidates.

- vii. Board of Directors shall not participate in Chapter nominations nor vote in Chapter elections.
- C. The list of eligible candidates, their resumes/curriculum vitae, statement of intent with goals and ideas to live out the mission, vision, and values of HNA shall be submitted to the Nominating Committee no less than forty-five (45) days prior to the date of the National Membership Meeting or election date.
 - i. Thirty (30) days prior to election, all Active Members will receive the list of eligible candidates' resume/curriculum vitae and statement of intent to review before election date.
 - ii. The Nominating Committee shall determine the election date and time and shall provide distribution of the voting ballot.

Section 2. ELIGIBILITY FOR NOMINATION

- A. Active Member for a minimum of one (1) year
- B. Two (2) years of experience as a Licensed Nurse
- C. Leadership experience preferred but emerging new leaders considered
- D. Be at least 18 years old

Section 3. VOTING

- A. Persons entitled to vote at any meeting shall have Active Member status in accordance to Article 4, Section 2.
- B. One (1) Active Member shall be entitled to one (1) vote for each subject matter being voted on.
- C. If a quorum is present, quorum will commence as stated in Article 9, Section 5. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of Directors from the meeting, if any action taken is approved by at least twenty-five percent (25%) of the required quorum for that meeting.
- D. Active Members shall vote within their assigned Chapter and Region.
- E. Voting shall commence at the discretion of the Board of Directors or Nominating Committee. Date and time shall be communicated thirty (30) days in advance to all Active Members by the Nominating Committee.

Section 4. MEMBER ACTION BY VOTING WITHOUT A MEETING

- A. Actions such as voting or proposals may occur at member meetings by written ballot or written proposals without a meeting.
- B. Voting by Active Members on the following matters shall be conducted by mail, electronic ballot, or facsimile ballot:
 - i. Election of directors, officers, and nominating committee members
 - ii. Removal of directors
 - iii. Filling vacancies on the Board of Directors

- iv. Amendment of the Articles of Incorporation
- v. Amendments of these Bylaws
- vi. Transfer of substantially all of HNA's assets
- vii. Adoption of merger agreements
- viii. Voluntary dissolution of HNA

Section 5. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS

- A. For the purpose of determining the members entitled to notice of any meeting, the record date for such determination shall be the ninetieth (90th) day preceding the date of the meeting.
- B. For the purpose of determining the members entitled to receive a written ballot in the absence of a meeting, the record date shall be the thirty (30th) day preceding the date on which the ballots are first mailed or delivered.
- C. For the purposes of determining the members entitled to vote at a meeting, the record date shall be the thirty (30th) day preceding the date of the meeting.

Section 6. PROXIES

Active Members entitled to vote on a matter may do so either in person at any regular or special meeting or by one or more agents authorized by a written proxy. The proxy must be signed by the member and filed with either the National/Chapter Secretary or Inspectors of the Election as stated in Article 10, Section 7. The form of all proxy votes must be solicited and submitted in conformance with the California Nonprofit Public Benefit Corporation law (Section 5513 and Section 5514, and their successors).

- A. In any vote to amend the Bylaws by proxy must describe the nature of the amendment.

Section 7. INSPECTIONS OF ELECTION

Inspectors of Election are appointed by the Board of Directors. Inspectors of Election will include any appointed persons other than nominees for office to act as Inspectors of Election at the meeting or its adjournment. If appointed, the Inspectors of Election shall determine the manner, time, and validity of the vote taken in accordance with California laws and these Bylaws. Inspectors of Election shall also tabulate the votes and decide any challenges associated with the right to vote.

Article 11-MEMBER GRIEVANCES

Section 1. MEMBER GRIEVANCES

- A. If member(s) of a Chapter want to report grievances about the performance of the Board of Directors, the following procedure shall occur:
 - i. Procedure:

1. A formal written grievance must be submitted electronically or via postal mail to the Chapter President and/or Chapter Vice President.
2. Chapter President and/or Chapter Vice President has thirty (30) business days to review and address the grievance.
3. If the grievance cannot be resolved by the Chapter President and/or Chapter Vice President then the grievance will be brought forward to the Regional Director. The Regional Director have fifteen (15) business days to review and address the grievance.
4. If the Regional Director cannot resolve the grievance, then the grievance can be brought forward to the Executive Board of Advisors. The Executive Board of Advisors have fifteen (15) business days to review and address the grievance.
5. A formal grievance resolution will be provided to the member(s) filing for the grievance via postal mail or electronic mail.

B. If member(s) of a Chapter want to report complaints and grievances about the performance of the Regional Director(s), the following procedure shall occur:

i. Procedure:

1. A formal written grievance must be submitted electronically or via postal mail to the Chapter President and/or Chapter Vice President.
2. Chapter President and/or Chapter Vice President has thirty (30) business days to review and address the grievance.
3. If the grievance cannot be resolved by the Chapter President and/or Chapter Vice President then the grievance can be brought forward to the National President. The National President has fifteen (15) business days to review and address the grievance.
4. If the National President cannot resolve the grievance, then the grievance can be brought forward to the Board of Directors. The Board of Directors have fifteen (15) business days to review and address the grievance.
5. A formal grievance resolution will be provided to the member(s) filing for the grievance via postal mail or electronic mail.

C. If member(s) of a Chapter want to report complaints and grievances about the performance of the Chapter Officers, the following procedure shall occur:

i. Procedure:

1. A formal written grievance must be submitted electronically or via postal mail to the Regional Director.

2. The Regional Director has thirty (30) business days to review and address the grievance. If the grievance cannot be resolved by the Regional Director then the grievance can be brought forward to the Board of Directors.
3. The Board of Directors have fifteen (15) business days to review and address the grievance.
4. A formal grievance resolution will be provided to the member(s) filing for the grievance via postal mail or electronic mail.

Article 12-COMMITTEES

The Board of Directors may establish committees at any given time for the purpose of fulfilling the mission and goals of HNA. Committees will be governed by the Board of Directors and adhere to the values of HNA as per Article 2, Section 4. Chapter Committees will report all activities and businesses to their Regional Director. The committees of HNA shall include, but not be limited to, the Nominating Committee, Auditing Committee, and Volunteer Committees.

Section 1. NOMINATING COMMITTEE

The Nominating Committee shall be composed of no less than five (5) members and no more than seven (7) members: three (3) Board of Directors members and one (1) to four (4) Active Members selected by the general membership. The members of the Nominating Committee shall be appointed or elected for a four (4) year term or until their successors are appointed or elected.

Section 2: AUDITING COMMITTEE

The Auditing Committee shall be composed of no less than five (5) members and no more than seven (7) members: three (3) Board of Directors members and one (1) to four (4) Active Members selected by the general membership. The members of the auditing committee shall be appointed or elected for a four (4) year term or until their successors are appointed or elected.

Section 3. VOLUNTEER COMMITTEES

Except as otherwise provided by these Bylaws, the Board of Directors may, by resolution or resolutions passed by a majority (50% + 1) of the members thereof, appoint executive, standing or special committees, task forces, advisory boards, review panels, study groups, or other such volunteer groups for the purpose to meet the demands and needs of HNA.

- A. If such groups are composed solely of Directors, defined as any individual in a Director role, any of the powers and authority of the Board of Directors shall be delegated to such groups; except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law.

- B. Any group composed of one or more individuals of whom are not Directors, may act solely in an advisory capacity to the Board of Directors.
 - i. Such group shall have power to act only in intervals between meetings of the Board of Directors and shall at all times abide to the instructions of the Board of Directors.
 - ii. If the Board of Directors does not act, the groups shall establish rules and regulations for meetings and shall meet at such times as is deemed necessary, provided that a reasonable notice of all meetings shall be given to group members.
 - iii. No act of a group shall be valid unless approved by the vote or written consent of a majority (50% + 1) of the group's members. Groups shall keep regular minutes of proceedings and report the same meeting minutes to the Board of Directors from time to time as the Board may require.

Section 3. MEMBERSHIP

The Chairperson of each committee shall be appointed or elected. In the event of a vacancy of a Chairperson of a committee, the National President shall appoint an individual to fill the vacancy until the end of the unexpired term.

Section 4. TERM OF OFFICE

The Chairperson and Members of a committee shall serve until:

- A. The next election
- B. A new successor is appointed or elected
- C. The committee is terminated
- D. He/she is removed
- E. He/She resigns
- F. Ceases to be a member of HNA
- G. Ceases to qualify as a Chairperson or member

Section 5. VACANCIES

Vacancies in any committee shall be filled for the unexpired portion of the term and shall be appointed by the National President.

Section 6. MEETINGS AND QUORUM

Each committee shall meet as often as is necessary to perform its duties at such times and places as directed by its Chairperson or by the Board of Directors. If a quorum is present, quorum will commence as stated in Article 9, Section 5. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of directors from the

meeting, if any action taken is approved by at least twenty-five percent (25%) of the required quorum for that meeting.

Section 7. VOLUNTEER MEMBER CONSULTANTS

The Board of Directors may, by resolution, designate Volunteer Member Consultants to serve HNA in an advisory capacity as liaisons between the membership, the Board of Directors, and other organizations/associations. Volunteer Member Consultants shall be appointed by the National President and shall serve term until a successor has been appointed, until the position has been terminated, until he/she is removed, resigns, ceases to be a member of HNA, or otherwise ceases to qualify as a Volunteer Member Consultant. Vacancies may be filled for the unexpired portion of the term by appointment by the National President.

Article 13-FISCAL YEAR

The fiscal year of HNA shall be a twelve (12) month period as may be established by the resolution of the Board of Directors. The fiscal year will be from January to December.

Article 14-INDEMNIFICATION OF DIRECTORS AND OFFICERS

HNA shall indemnify its directors, officers, and volunteers to the fullest extent permitted by law against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding or action by or in the right of HNA, by reason of the fact that the person is or was a person acting in good faith on behalf of HNA and performing his/her duties, in a manner believed to be in the best interests of HNA.

Article 15-GENERAL PROVISIONS

Section 1. BOOKS AND RECORDS

- A. Minute Book: shall be in written form containing a record of all actions by the Board of Directors or any committee including:
 - i. Date, time, place and meeting
 - ii. Defined as special meeting or regular meeting
 - iii. The manner of giving notice of each meeting and a copy of thereof
 - iv. All attendees of each meeting
 - v. The minutes of all meetings
 - vi. Any waivers or notice, consents to holding of a meeting or approval of the minutes
 - vii. All written consents for action without a meeting

- viii. All protests concerning lack of notice
 - ix. Formal dissents from HNA Board of Directors action
- B. Books and Records of Account: Adequate and accurate books and records shall be kept at the principal office of HNA.
- C. Articles of Incorporation and Bylaws: The original or a copy shall be kept at the principal office of HNA.
- D. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns: HNA shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information return. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue Code Section 501(c)(3).
- E. Inspection Rights: Members of the HNA shall have inspection rights and rights to copy HNA records, subject to the rights of the HNA, as are permitted by law and such other reasonable procedures adopted by HNA.
- F. Directors' Right of Inspection/Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of HNA. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 2. ANNUAL REPORTS

HNA shall provide all members of HNA an annual report within thirty (30) days of the close of the fiscal year. Such report shall contain the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds of HNA
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year
- C. The revenue or receipts of HNA, both unrestricted and restricted to particular purposes for the fiscal year
- D. The expenses or disbursements of HNA for both general and restricted purposes, during the fiscal year
- E. Any substantial transaction involving directors or officers required by California Corporations Code Section 6322 (and its successors)

Article 16-EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1: EXECUTION OF INSTRUMENTS

- A. The HNA Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of HNA to enter into any contract or execute

and deliver any instrument in the name of and behalf of HNA, and such authority may be general or confined to specific instances.

- B. No officer or agent shall have any power or authority to bind HNA to any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, unless authorized by HNA.

Section 2: CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of HNA shall be signed by the Treasurer and countersigned by the President, unless specifically determined by resolution of HNA Board of Directors, or as otherwise required by law.

Section 3: DEPOSITS

All funds of HNA shall be deposited to the credit of HNA in such banks, trust companies, or other depositories as the HNA Board of Directors may select.

Section 4: GIFTS

The Board of Directors may accept on behalf of HNA any contributions, gift, bequest, or devise for the charitable or public purposes of HNA.

Article 17- CONFLICT OF INTERESTS

Any member of the Board of Directors and/or Elected Officer(s) having any personal or financial interests in any matter pertaining to HNA must be fully disclosed to the Board of Directors, and the Board shall ensure that:

- A. Any partial or full disclosures withheld from HNA Board of Directors resulting in injurious or detrimental conduct to the vision, mission, and goals of HNA may result in nullification of his/her proposal or removal of his/her position.
- B. Member(s) of the Board of Directors and/or Elected Officer(s) who have a personal interest or financial interest in any matter pertaining to HNA shall not lobby nor have rights in determining the quorum at any meeting nor have voting rights on the subject matter.
- C. Any transaction in which member(s) of the Board of Directors and/or Elected Officer(s) have a financial or personal interest shall be duly approved by members of the Board of Directors.
- D. Payments to the interested party shall be reasonable and shall not exceed fair market value.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

- F. HNA will disallow a majority (50% + 1) of immediate familial related Board of Directors or Elected Officers in the same Chapter . A majority (50% + 1) of immediate familial related Board of Directors or Elected Officers are defined as having two (2) or more members related either through blood or marriage, typically grandparents, spouses and siblings. Any relationships beyond an immediate family member, such as a cousin and an aunt are allowed.

Article 18-CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provision, rules of constructions, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender is interchangeable with the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both HNA and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Article 19-AMENDMENTS

These bylaws may be amended by the HNA Board of Directors under Section 5150 of the California Nonprofit Benefit Corporation Law. In addition, these Bylaws may be amended by a two-third ($\frac{2}{3}$) majority vote of its Active Members.

Article 20-DURATION/DISSOLUTION

Section 1: DURATION

The duration of HNA shall be perpetual.

Section 2: DISSOLUTION

In the event of a dissolution of HNA, the membership shall be notified, and approval obtained by two-third ($\frac{2}{3}$) majority vote of the HNA Board of Directors, thirty (30) days prior to dissolution. Liabilities will be resolved in the HNA Board of Directors meeting and all funds and assets will be donated to nonprofit organizations.

DATE OF RATIFICATION: March 30, 2018

Unanimous vote of Board of Directors
Zoom conference meeting

CERTIFICATE OF SECRETARY

I, Kao Kang Kue Vang, certify that I am the current acting Secretary of Hmong Nurses Association, otherwise known as HNA, and the above bylaws are the bylaws of this association as adopted by the Board of Directors on March 30, 2018, and that they have not been amended or modified since the above.

EXECUTED on this day of March 30, 2018, in the County of Sacramento in the State of California.

A handwritten signature in black ink, appearing to read "Kvong", written over a horizontal line.

(Secretary)