



- A. If the dues or special assessments of any member are not received thirty (30) days after the membership expiration date or the assessment due date, that membership automatically shall terminate on the thirtieth (30th) overdue day.
- B. If a member does not abide by the HPNA bylaws, the Board may terminate this membership by a simple majority vote of the entire board. Individuals/member will be notified by (a) a written notice by mail to any member whose membership is terminated 15 days or more prior to such termination; and (b) a hearing as to the same to be held five (5) days or more prior to such termination. No such action shall be taken until the member is advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board.
- C. The Board may provide for reinstatement of any member.

**ARTICLE IV.**  
Membership Meetings

Section 1. Annual Meeting. An annual meeting of the membership shall be held at a time and place determined by the Board.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by a majority of the Board, or upon written request of not less than five percent (5%) of the voting members.

Section 3. Notice. Prior notice of the annual meeting is provided to all members through print and/or electronic methods.

Section 4. Quorum. No business is conducted at the annual membership meeting. As such, any business requiring a vote is done outside of the annual membership meeting and members are notified as in Article IV Section 3.

**ARTICLE V.**  
Board of Directors

Section 1. Composition. The Board of Directors shall consist of a minimum of seven (7) voting directors with the minimum of three (3) elected by the membership and three shall be appointed by the Board of Directors.

Section 2. Eligibility. The Board may appoint one non-member to serve on the Board based upon the competencies needed for effective and efficient Board functioning. Otherwise, all directors must be voting members of the association. A non-HPNA member of the Board will not be eligible to serve as a Board officer. The CEO will serve as an ex-officio, non-voting member of the board.

Section 3. Election. Directors, except for Board appointed Board members, shall be elected by the voting members of the association. The HPNF Board member candidates must be approved by the supporting organizations.

Section 4. Term. The Directors term of office shall begin January 1 of the year following election. Directors shall serve a three (3) year term. No director may serve more than two (2) terms.

Section 5. Duties. The Board shall manage the business and affairs of HPNA.

Section 6. Meetings. Meetings shall be held at such time and place as the Board may determine.

Section 7. Notice of Meetings. Notice of any meeting of the Board shall be given to each director at least seven (7) days prior to the meeting by electronic or telephonic notification. The Board members may waive this notice requirement by written notification or by presence of the board member. An exception to this 7 day notice is in case of urgent or critical issues that require immediate board action. The meeting will be scheduled as soon as possible.

Section 8. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 9. Action Without a Meeting. Any action may be taken by the Board, provided the action is voted on by all members of the Board. Such action shall be filed with the Secretary. If an electronic vote is recommended, the issue/s would be brought forth to the Board for approval by an electronic vote. If all members agree to proceed with an electronic vote, a special meeting will be scheduled. (See Board Manual for processes regarding electronic voting.)

Section 10. Resignation. A director may resign at anytime by giving written notice of his/her resignation to the President. A resignation shall take effect at the time specified in the written notice.

Section 11. Removal. A director may be removed from office, with or without cause, at any time by majority vote of all the members of the Board. The director being removed shall receive written notice of his/her removal 30 days prior to the effective date.



Section 3. Ad Hoc Task Forces. Ad hoc task forces shall be appointed by the Board President or a Committee Chairperson for specific purposes and shall be disbanded when the assigned tasks have been accomplished.

Section 4. Executive Committee. The Executive Committee shall consist of President, President-elect, Secretary-Treasurer, Chairpersons of Board Committees (with the exception of the Nominating Committee Chair), and the Chief Executive Officer of HPNA. The Past-President may participate in Executive Committee meetings as a non-voting member, upon the request of the President. The duty of the Executive Committee shall be to conduct any necessary business between regular meetings of the Board. Minutes of all Executive Committee meetings will be presented at the next meeting of the Board. A quorum of the Executive Committee shall be three (3) members.

Section 5. Board Development and Leadership Committee. The Board Development and Leadership Committee shall consist of five (5) voting members. The Board Development and Leadership Committee shall solicit members to be candidates for the office of director, prepare a ballot, present this ballot to the voting members, oversee the election and the reporting of its outcome, and such other duties as determined by the Board.

#### **ARTICLE VIII.** **INDEMNIFICATION**

Directors and officers of HPNA shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit, or proceedings (whether brought by or in the name of HPNA or otherwise) arising out of their service to HPNA or to another organization at HPNA request. Persons who are not directors or officers of HPNA may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. HPNA may maintain insurance to protect itself and any such director, officer, or other person against any liability, cost, or expense incurred in connection with any such action, suit, or proceedings.

#### **ARTICLE IX.** **PARLIAMENTARY AUTHORITY**

The rules contained in the American Bar Association (ABA) Modern Rules of Order shall govern HPNA .

#### **ARTICLE X.** **AMENDMENTS**

Section 1. Proposal. Proposed amendments to these bylaws may be presented by the Board or by written petition signed by ten (10) voting members in accord with procedures adopted by the Board. Members will be notified of proposed bylaws changes at least thirty (30) days prior to the vote.

Section 2. Voting. Proposed amendments to the bylaws are voted on by the membership.

Section 3. Effective Date. Amendments which have been approved by a majority of the members voting shall become effective immediately unless otherwise specified in the amendment.

Section 4. Review. These bylaws shall be reviewed and amended if necessary at least every two years.