



**BYLAWS
American Cannabis Nurses Association
Revised March 31, 2023**

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American Cannabis Nurses Association Bylaws

ARTICLE I. Name and Location

SECTION 1. Name

The organization shall be known as the American Cannabis Nurses Association, Inc., and is referred to ACNA.

SECTION 2. Location

The principle office is incorporated in New Jersey. The Board of Directors may change the principle office in the interest of the organization.

ARTICLE II. Mission, Purposes, No Discrimination

SECTION 1. Mission

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

SECTION 2. Purposes

The ACNA purposes shall be-

- a. Organized exclusively according to section 501(c)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As such, the percentage of ACNA's time or funds spent in lobbying for specific laws shall not exceed that permitted by the IRS for lobbying purposes.
- b. To perform and do any and all such acts as are legal, necessary, and proper to the attainment of its mission.

SECTION 3. No Discrimination

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

ARTICLE III. Membership

SECTION 1. Membership

ACNA membership may be granted to any person who-

- a. Is interested in and agrees to support the purpose and activities of the association.
- b. Agrees to abide by these bylaws, and such other rules, regulations, policies, and procedure as the Association may adopt from time to time; and
- c. Meets the additional criteria established for each membership category.

SECTION 2. Membership Categories

ACNA's membership categories include the following-

- a. **Regular:** Regular membership shall be open to currently licensed nurses. Regular members may vote, hold office after they have met membership tenure requirements, and serve on committees and task forces.
- b. **Retired:** Retired membership shall be open to all nurses who have retired from practice, or who have otherwise resigned their nursing credentials, but have an ongoing interest in cannabis nursing. Retired members may vote and hold office after they have met membership tenure requirements.
- c. **Student:** Student membership shall be open to individuals who are enrolled in a nursing education program. Student nurses may not vote and Student members may not hold office, except for a specific seat on the Board of Directors (BOD), which may be designated for a nursing student with a strong interest in the ACNA's core principles. This position shall be appointed by the BOD, as needed.
- d. **Supportive:** Supportive membership shall be open to persons or entities who want to provide financial support for the growth and maintenance of the ACNA and its mission. Supportive members may not vote or hold office. Supportive members may serve on one committee with BOD approval. The Committee Chair must submit a summary of benefits to the BOD for approval. Supporter members serving on a committee must complete appropriate volunteer forms.
- e. **Additional Membership Categories:** The BOD will determine the inclusion of any additional categories of membership as determined necessary.

SECTION 3. Application

The BOD shall, from time to time, adopt policies and procedures regarding the application for, and determination of, membership in the Association. All members must complete an annual Conflict of Interest form and Code of Conduct. Any violations of such policies may result in immediate revocation of membership without refund.

SECTION 4. Resignation

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

SECTION 5. Termination of Membership

In the event the BOD seeks to terminate any membership in accordance with this provision, ACNA will notify the Member that the BOD will consider terminating his/her membership during a BOD meeting no less than twenty-one days following the day the notice is provided to the Member. The notice shall inform the Member that he/she may submit a written response to the BOD in advance of its meeting, which the BOD will review and consider in determining whether to terminate his/her membership.

The BOD's decision of whether to terminate a membership is final and not subject to appeal. A terminated Member is not entitled to the return of previously paid annual dues or any portion thereof. In addition, any Member who becomes ineligible for membership or who is in default in the payment of any dues or charges as determined by the BOD, shall be deemed to have resigned, and their membership terminated automatically. Once terminated, all rights and benefits of membership must cease and desist immediately.

ACNA may terminate a Member's membership if the BOD determines such Member engaged or is engaging in conduct that –

- a. Violates the Association's Bylaws, policies, or procedures.
- b. Is otherwise contrary to the interests of ACNA.
- c. Misrepresents ACNA or the nurse and their license level.
- d. Self-promotes on ACNA social media platforms.
- e. Violates the Code of Conduct.

SECTION 6. ACNA Representation

Members wishing to represent the ACNA in expos and/or events, must receive written permission from the President and Board of Directors. A formal policy and procedure will be followed for such events.

ARTICLE IV. Financial Matters

SECTION 1. Dues

The BOD shall establish dues and the timeframe for paying such dues.

SECTION 2. Fiscal Year

The accounting period is January 1- December 31 unless altered by the BOD.

SECTION 3. Auditing

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

SECTION 4. Checks, Drafts, etc.

Officers qualified to issue checks, authorize payments, or engage in contracts include the President, the Treasurer, and the Secretary. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed by such officer(s) or agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the BOD.

SECTION 5. Deposits

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

SECTION 6. Contracts

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

SECTION 7. Budget

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

SECTION 8. Strategic Plan

The BOD shall adopt a strategic plan identifying the Association's Exempt Purpose and the goals and activities the Association shall pursue to advance the same. The Strategic Plan will be developed for a five (5) year timeframe and audited annually to make sure goals still fit the industry and organization's needs.

SECTION 9. Financial Policies and Procedures

The BOD shall adopt financial policies and procedures, which shall-

- a. Include prudent financial controls.
- b. Require the Association's financial books and records be kept in accordance with generally accepted accounting principles.

SECTION 10. Books and Records

The Association shall keep correct and complete books and records of minutes of accounts and shall keep minutes of the proceedings of its BOD and committees having any authority of the BOD.

SECTION 11. Reimbursement

The Board of Directors may submit reasonable expenses for official ACNA travel approved by the Board or President within sixty days of travel.

ARTICLE V. Board of Directors

SECTION 1. Authority

The ACNA Board of Directors (BOD) are elected by and accountable to the members of the association. The governing body of the Association shall be the BOD. The BOD may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may in the execution of powers granted, delegate certain of its authority and responsibility to the officers. When fiscally stable, the BOD shall provide administrative staff for the association. The staff, under the direction of the executive director, shall be responsible for the effective administration of all affairs of the association and shall be responsible for all activities as directed by the President and the BOD.

SECTION 2. Composition

There shall be an elected Board of Directors (BOD), composed of –

- a. Officers of the Association (President, President-elect or, Past President, Secretary and Treasurer), and
- ~~b.~~ No less than five (5) but no more than nine (9) at large directors (including officers), determined by the BOD to meet the needs of the organization.

SECTION 3. Qualifications

To be eligible to serve on the ACNA BOD, the person shall–

- a. Be an RN ACNA member.
- b. Have a minimum of one year of active membership service, such as:
 - 1) Service on a committee or task force.
 - 2) Provided education through webinars or annual conferences.
 - 3) Other services determined by the BOD.
- c. Satisfy the qualifications established by the Nominations Committee.

SECTION 4. Terms of Office and Term Limits

- a. **At-Large Directors.** The term of office for directors of the association shall be two (2) years. A succession timeline will be established to ensure that no more than half of the Directors will be replaced in any given election. Directors shall serve for two (2) years or until their successors are elected. In special circumstances where all BOD members were elected at the same time, three (3) BOD members may be appointed an additional year of service without reflection to provide continuity in leadership.
- b. **Re-election.** Previous BOD members, in good standing, can be reelected to a position by the membership with no term limits.
- c. **Director Vacancies.** Vacancies occurring before the expiration of the term may be filled by appointment of the President with the approval of the BOD. This includes the President and President-Elect Positions. Priority will be given to the person(s) receiving the most votes, in order, in the most recent election. If there was no runner(s) up for President or President-Elect, the BOD will nominate and appoint one.
- d. **Director Removal.** The Board may remove a Director or deem a Director incapacitated and unable to serve the remainder of his or her term. A Director may be deemed incapacitated either by failing without reasonable excuse to attend two consecutive meetings of the Board, or for other reasons as may be determined by the Board. A Director may be removed from

office by two-thirds majority vote at a regularly scheduled board meeting where the item was placed on the agenda distributed at least one week ahead.

SECTION 5. Board of Director Meetings

- a. BOD shall collectively conduct business at least four (4) times per year.
- b. The President or three members of the BOD may call additional meetings. All time and locations are determined by the BOD.
- c. The President-elect may act temporarily for the President if approved by the President.
- d. A majority of the voting members of the BOD, including at least two (2) Officers, shall constitute a quorum for the transaction of business of the association and any such business thus transacted shall be valid, unless otherwise stated in these bylaws.
- e. Members of the BOD or of any committee designated by the BOD may take any action permitted or authorized by these Bylaws pursuant to meeting by means of telecommunications.
- f. Discussions unable to wait until the next scheduled meeting of the board may be decided electronically, with the count of votes ratified at the next BOD meeting.
- g. Topics/Discussions BOD meetings shall be held to the highest standards while topics are under advisement. Discussions should not take place outside of boarding meetings via in-person or telecommunications with non-BOD members until resolution has been reached and announced to Membership as directed by the President.
- h. Members who wish to address the BOD may attend a Board meeting under the following conditions-
 - 1) A written request stating the issue to be addressed is sent to the President at least fourteen (14) days in advance of the meeting.
 - 2) The request is approved by the President.
 - 3) Discussion at the meeting is limited to the issue requested.
 - 4) The member is responsible for any expenses incurred.
- i. Members may attend a BOD meeting for the purpose of observing a meeting under the following conditions-
 - 1) A written request is sent to the President at least fourteen (14) days advance of the meeting.
 - 2) The request is approved by the President.
 - 3) The member is responsible for all expenses incurred.

ARTICLE VI. Officers

SECTION 1. Officer Authority

The Officers of the Association shall be a President, President-Elect, or Past-President, Secretary, and Treasurer. These officers shall be recognized as comprise the Executive Committee. The Executive Committee may hold separate meetings regarding Association business and strategic planning to present to the BOD as a report or a vote. The Executive Committee may have some of their responsibilities delegated to staff by decision of the BOD.

- a. **President-Elect.** The President-Elect, in the absence of the President, shall exercise the powers of the president.
- b. **President.** The President shall in general, supervise and control the affairs of the association.
- c. **Past President.** Chair Nominations Committee.
- d. **Secretary.** The Secretary shall engage in communications with membership and represent the Executive Committee as determined by the President.
- e. **Treasurer.** The Treasurer shall be the custodian of the Association's funds. The Treasurer has the authority to disburse funds and deposit remittances which are a normal part of doing business without specific notification of the BOD. Prior notification and approval of the BOD will be required for extraordinary expenditures or in order to engage in contracts.

SECTION 2. Officer Responsibilities

- a. **President-Elect.** The duties of this role shall be such as to allow the President-Elect to acquire a thorough understanding of the business of ACNA and the duties of the office of the President. The President-Elect shall identify committee chairs for all organizational work to be accomplished during the next two-year term.
- b. **President.** The President shall preside at all meetings of the BOD. The President shall make all required appointments of ad hoc committees and appointments to replace standing committee chairs if vacated during her/his term. The President may sign with the Secretary, Treasurer or any proper officer of the Association authorized by the BOD, any deeds, mortgages, contracts or other instruments which the BOD has authorized to be executed, except in cases where the BOD has authorized another individual to act as an agent on behalf of the organization, and the President shall perform such other duties as are necessary and incident to the office of president or as may be prescribed by the BOD.
- c. **Past President.** The Past President's role is typically focused on organizational continuity and will include Chairing the Nominations Committee or identifying an appointee to Chair the Nominations Committee. As chair of the Nominations Committee, the Past President or appointee will provide a slate that includes candidates for President-Elect during those years when a President-Elect is due to be identified.
- d. **Secretary.** The Secretary shall keep an accurate record of the meetings of the BOD and the Annual Business Meeting and shall provide the minutes of the last official Annual Business Meeting for approval of the membership. The Secretary shall preserve records, documents and correspondence as directed by the BOD and assure that they are properly archived, shall cause notice to be given of all meetings of the BOD and shall perform all other duties incident of the office of secretary as assigned by the board of directors.
- e. **Treasurer.** This person shall ensure that all monies designated for the Association are appropriately deposited. In accordance with the budget adopted by the BOD, this person shall be made aware of and approve distribution of the funds of the Association. The Treasurer

shall develop an annual budget for each fiscal year and present this to the BOD for their approval. The Treasurer will provide quarterly financial accounting at least, of an Association balance sheet and profit and loss statement. These statements will be transmitted to the board members prior to BOD meetings. An Assistant Treasurer may be appointed by the BOD to assist the Treasurer with the duties outlined above.

SECTION 3. Officer Qualifications

- a. **President-Elect.** Elected by the membership. President-Elect must be a member for a minimum of two (2) years and contribute substantial service to the organization (e.g., active committee work, volunteering for tabling events, service at ACNA conference, mentoring to members) through volunteer work and/or service with related nursing or non-profit organizations and/or state or national advocacy work. Demonstrates the ability to utilize communication skills and act with diplomacy. Strong interpersonal skills are a must.
- b. **President.** Served as President-Elect or appointed by the acting Board of Directors in the event the current President steps down and no President-Elect exists.
- c. **Past President.** Served as President in immediately preceding term once new President takes office.
- d. **Secretary.** Current BOD, elected by BOD during first meeting of the new BOD term.
- e. **Treasurer.** Current BOD, elected by BOD during first meeting of the new BOD term.

SECTION 4. Officer Terms of Office and Term Limits

- a. **President-Elect.** The President-Elect will serve for one (1) one-year term and will automatically succeed to one (1) two-year term as President following this.
- b. **President.** The President will serve for one (1) two-year term and will automatically succeed to one (1) one-year term as Past President. Appointed or interim President's term is determined by the BOD to coincide with a regular election cycle.
- c. **Past President.** The Past-President will serve for one (1) one-year term as a member of the Executive Committee.
- d. **Secretary.** The Secretary is appointed by the Board and will be eligible for four (4) consecutive one-year terms.
- e. **Treasurer.** The Treasurer is appointed by the Board and will be eligible for four (4) consecutive one-year terms.

SECTION 5: Officer Vacancies, Removal and Resignation.

- a. **Officer Vacancies.** Vacancies in any elected office may be filled for the balance of the term thereof by the BOD at any regular or special meeting. Any officer may resign at any time by giving thirty (30) days written notice to the President and President-Elect.
- b. **Officer Removal.** The BOD may remove, by at least a vote of a majority of its members in favor, any officer for cause, whenever, in their judgment, the best interests of the association would be served thereby according to the process defined in Robert's Rules of Order Newly Revised. If Officer dues are not paid within a reasonable amount of time after the emailing of the renewal notice, the Officer will be removed from their position and their membership shall automatically terminate, unless extended by the Executive Committee.
- c. **Resignations.**

- 1) **Full Board.** Resignation of the entire board will trigger the reflection of all positions. Nominations and previous directors may fulfill roles until a special election is held for continuity of leadership.
- 2) **President.** The President must submit a 30-day notice in writing to the BOD. If resignation occurs after the President Elect (PE) has served six months, the PE will immediately fulfill the President role and PE will be related in the next member-wise election. If the President resigns before President Elect has served for six months as PE, the BOD will determine via vote a suitable President (which may include the PE).

ARTICLE VII. Elections

SECTION 1. Nominations

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

SECTION 2. Voting

A simple majority is sufficient to elect the BOD.

SECTION 3. Notification

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

SECTION 4. Vacant Office

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

ARTICLE VIII. Meetings

SECTION 1. Business Meetings

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

SECTION 2. Special Meetings

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

SECTION 3. Notice of Meetings

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

SECTION 4. Voting

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

SECTION 5. Quorum of Members

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

ARTICLE IX. Committees

SECTION 1. Governance Provisions Applicable to Committees

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

SECTION 2. Standing Committees

The Association shall have the following standing committees:

- a. **Executive Committee:** An Executive Committee comprised of the officers of the association shall have the authority to act in place of the BOD between Board Meetings on all matters except those specifically reserved to the BOD by these bylaws. A chief administrative officer shall be an ex officio non-voting member of this committee. If no finance committee is functioning, the BOD members will review and vote on budget matters.
- b. **Nominating Committee:** The Nominating Committee will be chaired by the Past President and will be responsible for developing and presenting the slate of candidates for the following year's election of ACNA Officers and Directors as set forth in Article VII of these Bylaws. Committee membership shall be open to all active, voting members and shall strive to be representative of the organizational membership and their interests. This committee will invite the ACNA membership to submit nominations for positions in which incumbents' terms are expiring, on December 31 of any given year or to fill positions that are or will be vacated for other reasons at that time, when advised by the BOD that this is desired. The Nominating Committee shall prepare and submit to the Executive Committee at least one (1) nomination for each of the elected offices of ACNA. Petitions for office must be received by the nominating committee at least sixty (60) days prior to when terms are due to expire.
- c. **Ad Hoc Committees:** The President shall appoint ad hoc committees to provide for a limited or continual service to the association. All Ad Hoc Committees conclude at the end of the President's term.
 - a. **Finance Committee:** The Finance Committee is delegated by the BOD to ensure the appropriate oversight of financial matters for the Association. The committee may be made up of Executive Committee members or include regular members in good standing. The Treasurer shall preside over all Finance Committee meetings.

ARTICLE X. Chapters

SECTION 1. Establishment

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

SECTION 2. Chapter Officers

All chapter officers shall be members of ACNA and located in chapter region. Chapter officers are selected by the Board and are willing to commit to a minimum 2-year term of volunteer service.

SECTION 3. Reports

All chapter officers must submit a quarterly report including events, member engagements, and findings. Requests for events are submitted to the Board for approval as a Project Proposal. Chapter officers do not act on behalf of the organization but may facilitate educational meetings with local ACNA members. All presentations must be approved by the Education Committee and President.

SECTION 4. Chapter membership

Chapters may include both ACNA members and non-members. Only ACNA members have a voice and a vote within ACNA.

SECTION 5. Chapter Operations

The ACNA Chapter Leader Handbook (to be created in the future) provides guidelines, policies, and procedures for Chapter activities in order to assist with the formation and operation of Chapters, and to foster communication between Chapter Leaders, Chapter Members, and ACNA Board of Directors.

ARTICLE XI. Indemnification

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

ARTICLE XII. Amendments

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

ARTICLE XIII. Dissolution

ACNA may be dissolved only with authorization by its BOD by a majority vote at a special meeting called for that purpose. Upon dissolution or other termination of ACNA, all remaining assets of ACNA, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision, therefore, shall be distributed to one or more other 501(c)(3) organizations (with purposes similar to those of ACNA) as shall be chosen by the then existing BOD.

ARTICLE XIV. Parliamentary Procedures

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

ARTICLE XV. Conflict of Interest

SECTION 1. Definition

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

SECTION 2. Earnings

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

SECTION 3. Policy

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

ARTICLE XVI. Legal Representation

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