

1 ARTICLES AND BYLAWS  
2 FOR  
3 THE FAITH COMMUNITY NURSES ASSOCIATION OF OKLAHOMA,  
4 A 501c3 NON-PROFIT ORGANIZATION  
5

6 **ARTICLE I - Name, Address, Non-profit, and Dissolution**  
7

8 **Section 1.1 Name.**

9 The name of the organization shall be the Faith Community Nurses Association Of  
10 Oklahoma; hereafter FCNA OK.  
11

12 **Section 1.2. Duration.**

13 The period of duration for the FCNA OK is perpetual.  
14

15 **Section 1.3. Location.**

16 The principal location and address of the FCNA OK is: the home address of the current  
17 Treasurer or as designated by the Board of Directors.  
18

19 **Section 1.4. Nonprofit Status and Exempt Activities Limitation.**

20 (a) Nonprofit Legal Status. Faith Community Nurses Association of Oklahoma is a  
21 Oklahoma non-profit charitable association, recognized as tax exempt under Section 501(c)(3)  
22 of the United States Internal Revenue Code.

23 (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws,  
24 no director, officer, employee, member, or representative of this association shall take any  
25 action or carry on any activity by or on behalf of the association not permitted to be taken or  
26 carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it  
27 now exists or may be amended, or by any organization contributions to which are deductible  
28 under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No  
29 part of the net earnings of the association shall inure to the benefit or be distributable to any  
30 director, officer, member, or other private person, except that the association shall be  
31 authorized and empowered to pay reasonable compensation for services rendered and to make  
32 payments and distributions in furtherance of the purposes set forth in the Articles of  
33 Incorporation and these Bylaws.

34 (c) Distribution Upon Dissolution. Upon termination or dissolution of the Faith  
35 Community Nurses of Oklahoma, any assets lawfully available for distribution shall be  
36 distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the  
37 1986 Internal Revenue Code (or described in any corresponding provision of any successor  
38 statute) which organization or organizations have a charitable purpose which, at least generally,  
39 includes a purpose similar to the terminating or dissolving association.

40 The organization to receive the assets of the Faith Community Nurses of Oklahoma  
41 hereunder shall be selected in the discretion of a majority of the managing body of the  
42 association, and if its members cannot so agree, then the recipient organization shall be  
43 selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against

44 the Faith Community Nurses of Oklahoma, by one (1) or more of its managing body which  
45 verified petition shall contain such statements as reasonably indicate the applicability of this  
46 section. The court upon a finding that this section is applicable shall select the qualifying  
47 organization or organizations to receive the assets to be distributed, giving preference if  
48 practicable to organizations located within the State of Oklahoma.

49 In the event that the court shall find that this section is applicable but that there is no  
50 qualifying organization known to it which has a charitable purpose, which, at least generally,  
51 includes a purpose similar to the Faith Community Nurses of Oklahoma, then the court shall  
52 direct the distribution of its assets lawfully available for distribution to the Treasurer of the  
53 State of Oklahoma to be added to the general fund.

54

55 **ARTICLE II – Purpose of the FCNA OK**

56

57 The purpose of FCNA OK is to preserve, support and advance the professional practice  
58 of faith community nursing in Oklahoma. Interested registered nurses and health ministers  
59 come together to pray, witness, support, learn and share in the context of faith and health.

60 Faith community nursing is a specialty practice recognized by the American Nurses  
61 Association. A faith community nurse is a registered nurse who provides wholistic nursing care  
62 to faith community members of all ages, reclaiming the healing ministry of the congregation.  
63 This organization exists to share practice ideas in faith communities and to nurture personal  
64 spiritual development. FCNA OK further supports the training, continuing education,  
65 certification, and mentoring of Faith Community Nurses.

66

67 **ARTICLE III – Membership**

68

69 **Section 3.1. Regular Members.**

70 Registered nurses who have held a license or are currently licensed in the state of  
71 Oklahoma are entitled to Regular membership with full voting and membership benefits.  
72 Special requests for membership may be considered by the board.

73

74 **Section 3.2. Associate Members.**

75 Associate membership is open to Health ministers, clergy and other professionals who  
76 support the association. Associate membership will provide the privilege of participation in the  
77 activities of the FCNA OK, and the right to receive all communications of the Association but  
78 does not include the right to vote or hold office.

79

80 **Section 3.3. Organizational Members.**

81 Membership will be open to any organization interested in supporting the aims,  
82 objectives, and purposes of the Association as determined by the Board of Directors.  
83 Membership applicants may be admitted upon application in the manner established by the  
84 Board of Directors, and approval of a majority of the Directors. Rights and privileges for the  
85 designate of an organization will be the same as those for Associate membership.

86

87 **Section 3.4. Fees.**

88 Fees are set according to regular, associate, and organization membership categories by  
89 the Board of Directors and are submitted to the FCNA OK Treasurer. Membership dues are paid  
90 annually in January. New members paying prior to July pay full year's dues. New members  
91 paying July 1-December 1 pay half dues which are good only until the end of the year.  
92 Exceptions can be made by the Board. Renewals must be paid before February 15<sup>th</sup> to continue  
93 receiving uninterrupted Association benefits. Renewal reminders are sent prior to the  
94 beginning of the fiscal year to all current members.

95

96 **Section 3.5. Voting Rights.**

97 Only Regular Members in good standing shall have the right to vote at the annual  
98 meeting of the members, as well as to vote on such other issues as the Board may choose to  
99 bring before the members. Other membership categories may attend meetings, but may not  
100 vote.

101

102 **ARTICLE IV – Membership Meetings**

103

104 **Section 4.1. Regular Meetings.**

105 FCNA OK membership shall meet at least quarterly as established by the Board of  
106 Directors. Meetings will be held at designated sites. Meetings are open to interested persons,  
107 but only Regular members in good standing may vote on business issues. Fees may be assessed  
108 for the educational component of meetings.

109

110 **Section 4.2. Annual Meeting.**

111 The 4<sup>th</sup> quarter meeting will be designated as the annual meeting for the election of  
112 officers and Board of Directors. Meetings will be held at designated sites. Meetings are open  
113 to interested persons, but only paid Regular Members in good standing may vote. Fees may be  
114 assessed for the educational component of meetings.

115

116 **Section 4.3. Quorum.**

117 Quorum is defined as the simple majority of the members present.

118

119 **ARTICLE V – Executive Officers**

120

121 **Section 5.1 Executive Officers**

122 The executive officers of FCNA OK shall be President, Vice President, Secretary,  
123 Treasurer, and Spiritual Director. These comprise the Executive Committee of FCNA OK.

124

125 **Section 5.2 Terms of Office and Duties**

126 (a) President. The President shall serve two years and shall preside at all meetings of  
127 the association, the Board of Directors, and the executive committee. The President shall be an  
128 ex officio member of all standing committees of the association. The President shall give active  
129 direction and have control of the business and affairs of the Association. He or she may sign

130 contracts or other instruments which the Board of Directors has authorized to be executed, and  
131 shall perform all duties incident to the office of President as may be prescribed by the Board of  
132 Directors.

133 (b) Vice President. The Vice President will serve two years as Vice President; followed by  
134 two years as President. In the absence or disability of the Board President, the Vice-President  
135 shall perform the duties of the Board President. When so acting, the Vice-President shall have  
136 all the powers of and be subject to all the restrictions upon the Board President. The Vice-  
137 President shall have such other powers and perform such other duties prescribed for them by  
138 the Board of Directors or the Board President. The Vice-President shall accede to the office of  
139 Board President upon the completion of the Board President's term of office.

140 (c) Secretary. The Secretary will serve for three years and is eligible for re-election up to  
141 two consecutive terms. The Secretary shall be responsible for recording all regular and special  
142 meeting minutes and all correspondence for FCNA OK and will chair the Nominating  
143 Committee. The Secretary will maintain all official non financial records for the Association,  
144 except those related to continuing education and in general perform all duties incident to the  
145 office of Secretary and such other duties as may be assigned by the Board of Directors.

146 (d) Treasurer. The Treasurer will serve for three years and is eligible for re-election up to  
147 two consecutive terms. The Treasurer shall be responsible for all funds of the Association and  
148 shall receive all monies for FCNA OK, registration fees and dues, and other association funds;  
149 pay bills and sign checks, keep a record of deposits and expenditures as authorized by the  
150 membership and submit an annual financial statement and in general perform all the duties  
151 incident to the office of Treasurer and such other duties as from time to time may be assigned  
152 to him or her by the Board of Directors. The Treasurer will be required to have Board approval  
153 for expenditures over five hundred dollars (\$500) if not within previously approved budget. A  
154 volunteer will perform a review of the records annually or when the Treasurer changes. The  
155 Treasurer and a second Board Member, as designated by the Board, will be authorized check  
156 signers of the Association.

157 (e) Spiritual Director. The Spiritual Director will serve for three years and is eligible for  
158 re-election up to two consecutive terms. The Spiritual Director shall demonstrate willingness to  
159 nurture the members' spiritual development and is responsible for planning and implementing  
160 spiritual practices, Theological Reflection/prayer period at the beginning of each FCNA OK  
161 meeting and at other times as desired by the Board and members and in general perform all  
162 the duties incident to the office of Spiritual Director and such other duties as from time to time  
163 may be assigned to him or her by the Board of Directors.

164

165

## **ARTICLE VI – Board of Directors**

166

### **Section 6.1. Numbers and Terms of Office.**

168 The Board of Directors shall consist of the Executive Officers and six at-large members.

169 (a) Six at-large members representative of the membership will be elected by the  
170 membership. Roles are defined in position descriptions in policies and procedures. At-large  
171 members will serve for three years and are eligible for re-election up to two consecutive terms.

172 (b) Each year one of the following officers: the Secretary, the Spiritual Director, and the  
173 Treasurer, shall be elected on a rotating basis.

174 (c) Two general at-large members shall be elected each year on a rotation basis.

175 (d) The Vice President shall be elected in odd numbered years.

176 (e) Officers and Board members assume position in the first quarter of the following  
177 calendar year.

178

179 **Section 6.2. Governance**

180 The Board of Directors shall determine administrative policies, manage the business of  
181 FCNA OK between meetings of the organization, establish standing and ad hoc committees, and  
182 appoint membership to these committees. The Board of Directors shall establish and maintain  
183 working relationships with other organizations and shall approve the annual operating budget,  
184 review and revise the accounting system of FCNA OK as needed. The Board of Directors will be  
185 responsible for all matters of significance including dissolution of the organization. The board  
186 generally has decision-making powers regarding matters of policy, direction, strategy, and  
187 governance of the organization.

188

189 **Section 6.3. Removal and Resignation**

190 The Board of Directors may remove an officer at any time, with or without cause, by a  
191 majority vote of the directors at any regular or special meeting of the Board called expressly for  
192 that purpose. Any officer or director may resign at any time by giving written notice to the  
193 President of the Association. Any resignation shall take effect at the date of the receipt of the  
194 notice or at a later date as specified in the notice. The acceptance of the resignation shall not  
195 be necessary to make it effective.

196

197 **Section 6.4. Vacancies.**

198 Vacancies for the Board of Directors shall be filled by majority vote of the remaining  
199 members of the Board of Directors for the unexpired term.

200

201 **Section 6.5. Regular Meetings.**

202 The Board of Directors shall meet at least one time between membership meetings, at  
203 such time, day and place as shall be designated by the Executive Committee. Each Board  
204 Member will annually attend at least 75% of Board Meetings and 75% of General Membership  
205 Meetings. Members may participate in meetings in person or through mutually agreed  
206 electronic means. Meetings are open to the general membership.

207

208 **Section 6.6. Special Meetings.**

209 Special meetings of the Board of Directors may be called at the direction of the  
210 President or by a majority of the voting directors then in office, to be held at such time, day and  
211 place as shall be designated in the notice of the meeting.

212

213

214 **Section 6.7. Notice.**

215 Notice of the time, day and place of any meeting of the Board of Directors shall be given  
216 electronically at least 3 days previous to the meeting. The purpose for which a special meeting  
217 is called shall be stated in the notice.

218  
219 **Section 6.8. Quorum.**

220 A majority of the directors then in office shall constitute a quorum for the transaction of  
221 business at any meeting of the Board of Directors.

222  
223 **Section 6.9. Manner of Acting.**

224 Except as otherwise expressly required by law, the Articles of Incorporation of the  
225 Association, or these Bylaws, the affirmative vote of a majority of the directors present at any  
226 meeting at which a quorum is present shall be the act of the Board of Directors. Each director  
227 shall have one vote. Voting by proxy shall not be permitted.

228  
229 **Section 6.10. Unanimous Written Consent In Lieu of a Meeting.**

230 The Board may take action without a meeting if written consent to the action is signed  
231 by all of the directors. This action may occur electronically.

232  
233 **Section 6.11. Telephone Meeting.**

234 Any one or more directors may participate in a meeting of the Board of Directors by  
235 means of a conference telephone or similar telecommunications device which allows all  
236 persons participating in the meeting to hear each other. Participation by telephone shall be  
237 equivalent to presence in person at the meeting for purposes of determining if a quorum is  
238 present.

239  
240 **Section 6.12. Conflicts of Interest.**

241 (a) In the event any director has a conflict of interest which might properly limit such  
242 director's fair and impartial participation in Board deliberations or decisions, such director shall  
243 inform the Board as to the circumstances of such conflict. If those circumstances require the  
244 nonparticipation of the affected director, the Board may nonetheless request from the director  
245 any appropriate non-confidential information which might inform its decisions. "Conflict of  
246 interest," as referred to herein, shall include, but shall not be limited to, any transaction by or  
247 with the Association in which a director has a direct or indirect personal interest, or any  
248 transaction in which a director is unable to exercise impartial judgment or otherwise act in the  
249 best interests of the Association.

250 (b) No director shall cast a vote, nor take part in the final deliberation in any matter in  
251 which he or she, members of his or her immediate family or any organization to which such  
252 director has allegiance, has a personal interest that may be seen as competing with the interest  
253 of the Association. Any director who believes he or she may have such a conflict-of-interest  
254 shall so notify the Board prior to deliberation on the matter in question, and the Board shall  
255 make the final determination as to whether any director has a conflict-of-interest in any matter.

256 The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the  
257 recusal of the interested director.

258 (c) Board Members will sign a Conflict of Interest Statement annually.  
259

260 **Section 6.13. Compensation.**

261 Members of the Board of Directors shall not receive any compensation for their services  
262 as Directors.  
263

264 **ARTICLE VII – Elections**  
265

266 **Section 7.1. Nominating Committee.**

267 No later than the third quarter Membership Meeting the Nominating Committee shall  
268 consist of at least the Secretary, one additional board member, and two other members who  
269 volunteer to serve. The Nominating Committee shall be responsible for developing a slate of  
270 candidates for officers and Board of Directors. The committee will be responsible for obtaining  
271 a verbal consent-to-run for each position.  
272

273 **Section 7.2. Slate of Nominees.**

274 The Nominating Committee shall select and prepare a slate of nominees representative  
275 of the membership to be presented primarily in electronic format at least 30 days prior to the  
276 annual meeting for election.  
277

278 **Section 7.3. Eligibility to Vote.**

279 Paid Regular members will be eligible to vote on the slate of candidates. Every Regular  
280 member shall have the right to cast one vote. The Board of Directors will determine the  
281 method for voting. Voting by proxy is not permitted.  
282

283 **Section 7.4. Voting**

284 A candidate receiving a plurality of the vote for any office shall be declared elected. The  
285 results of the election will be announced at the conclusion of the voting.  
286

287 **ARTICLE VIII – Committees**  
288

289 **Section 8.1. Appointment of Committees.**

290 The Board of Directors may, by the resolution adopted by a majority of the directors  
291 then in office, designate one or more committees, each consisting of two or more directors and  
292 two or more volunteer members, to serve at the pleasure of the Board. Any committee, to the  
293 extent provided in the resolution of the Board, shall have all the authority of the Board, except  
294 that no committee, regardless of Board resolution, may:

295 (a) take any final action on matters which also requires Board members' approval or  
296 approval of a majority of all members;

297 (b) fill vacancies on the Board of Directors or any committee;

298 (c) amend or repeal Bylaws or adopt new Bylaws;

299 (d) appoint any other committees or members of these committees; or  
300 (e) approve any transaction to which the association is a party.

301  
302 **Section 8.2. Executive Committee.**

303 The five officers serve as the members of the Executive Committee. The Executive  
304 Committee may provide planning and evaluation functions for the Association.

305  
306 **ARTICLE IX – Miscellaneous**

307  
308 **Section 9.1 Books and Records.**

309 The association shall keep correct and complete books and records of account and shall  
310 keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions  
311 taken by Board of Directors without a meeting, and minutes taken by committees of the Board.  
312 In addition, the association shall keep a copy of the association’s Articles of Incorporation and  
313 Bylaws as amended to date.

314  
315 **Section 9.2. Fiscal Year.**

316 The fiscal year of the association shall be from January 1 to December 31 of each year.  
317

318 **Section 9.3. Gifts and Contributions.**

319 Upon approval of the Board, the Treasurer may accept any contribution, gift, bequest,  
320 or device as may be consistent with the established purposes of the Association and as may be  
321 permitted by any applicable local, state, or federal law.

322  
323 **ARTICLE X – Amendments**

324  
325 These bylaws may be amended at any regular meeting by a two-thirds vote of majority  
326 of paid regular FCNA OK members present and voting, providing all proposed amendments  
327 have been provided to members thirty days prior to the regular meeting.

328  
329 Approved: 9/2002  
330 Amended: July 2008  
331 Amended: April 2012  
332 Amended: January 2015  
333 Amended: July, 2016  
334