ARTICLES AND BYLAWS
FOR
THE FAITH COMMUNITY NURSES ASSOCIATION OF OKLAHOMA,
A 501c3 NON-PROFIT ORGANIZATION

ARTICLE I - Name, Address, Non-profit, and Dissolution

Section 1.1 Name.
The name of the organization shall be the Faith Community Nurses Association Of Oklahoma; hereafter FCNA OK.

Section 1.2. Duration.
The period of duration for the FCNA OK is perpetual.

Section 1.3. Location.
The principal location and address of the FCNA OK is: the home address of the current Treasurer or as designated by the Board of Directors.

Section 1.4. Nonprofit Status and Exempt Activities Limitation.
(a) Nonprofit Legal Status. Faith Community Nurses Association of Oklahoma is a Oklahoma non-profit charitable association, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

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

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

The organization to receive the assets of the Faith Community Nurses of Oklahoma hereunder shall be selected in the discretion of a majority of the managing body of the association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against
the Faith Community Nurses of Oklahoma, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oklahoma.

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

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

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

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

**ARTICLE III – Membership**

**Section 3.1. Regular Members.**

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

**Section 3.2. Associate Members.**

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

**Section 3.3. Organizational Members.**

Membership will be open to any organization interested in supporting the aims, objectives, and purposes of the Association as determined by the Board of Directors. Membership applicants may be admitted upon application in the manner established by the Board of Directors, and approval of a majority of the Directors. Rights and privileges for the designate of an organization will be the same as those for Associate membership.
Section 3.4. Fees.
Fees are set according to regular, associate, and organization membership categories by
the Board of Directors and are submitted to the FCNA OK Treasurer. Membership dues are paid
annually in January. New members paying prior to July pay full year’s dues. New members
paying July 1-December 1 pay half dues which are good only until the end of the year.
Exceptions can be made by the Board. Renewals must be paid before February 15th to continue
receiving uninterrupted Association benefits. Renewal reminders are sent prior to the
beginning of the fiscal year to all current members.

Section 3.5. Voting Rights.
Only Regular Members in good standing shall have the right to vote at the annual
meeting of the members, as well as to vote on such other issues as the Board may choose to
bring before the members. Other membership categories may attend meetings, but may not vote.

ARTICLE IV – Membership Meetings

Section 4.1. Regular Meetings.
FCNA OK membership shall meet at least quarterly as established by the Board of
Directors. Meetings will be held at designated sites. Meetings are open to interested persons,
but only Regular members in good standing may vote on business issues. Fees may be assessed
for the educational component of meetings.

Section 4.2. Annual Meeting.
The 4th quarter meeting will be designated as the annual meeting for the election of
officers and Board of Directors. Meetings will be held at designated sites. Meetings are open
to interested persons, but only paid Regular Members in good standing may vote. Fees may be assessed
for the educational component of meetings.

Section 4.3. Quorum.
Quorum is defined as the simple majority of the members present.

ARTICLE V – Executive Officers

Section 5.1 Executive Officers
The executive officers of FCNA OK shall be President, Vice President, Secretary,
Treasurer, and Spiritual Director. These comprise the Executive Committee of FCNA OK.

Section 5.2 Terms of Office and Duties
(a) President. The President shall serve two years and shall preside at all meetings of
the association, the Board of Directors, and the executive committee. The President shall be an
ex officio member of all standing committees of the association. The President shall give active
direction and have control of the business and affairs of the Association. He or she may sign
contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

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

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

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

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

ARTICLE VI – Board of Directors

Section 6.1. Numbers and Terms of Office.

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

(a) Six at-large members representative of the membership will be elected by the membership. Roles are defined in position descriptions in policies and procedures. At-large members will serve for three years and are eligible for re-election up to two consecutive terms.
(b) Each year one of the following officers: the Secretary, the Spiritual Director, and the Treasurer, shall be elected on a rotating basis.

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

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

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

Section 6.2. Governance

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

Section 6.3. Removal and Resignation

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

Section 6.4. Vacancies.

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

Section 6.5. Regular Meetings.

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

Section 6.6. Special Meetings.

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.
Section 6.7. Notice.

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

Section 6.8. Quorum.

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

Section 6.9. Manner of Acting.

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

Section 6.10. Unanimous Written Consent In Lieu of a Meeting.

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

Section 6.11. Telephone Meeting.

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


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

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

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

**Section 6.13. Compensation.**

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

**ARTICLE VII – Elections**

**Section 7.1. Nominating Committee.**

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

**Section 7.2. Slate of Nominees.**

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

**Section 7.3. Eligibility to Vote.**

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

**Section 7.4. Voting**

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

**ARTICLE VIII – Committees**

**Section 8.1. Appointment of Committees.**

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

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

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

(c) amend or repeal Bylaws or adopt new Bylaws;
(d) appoint any other committees or members of these committees; or
(e) approve any transaction to which the association is a party.

Section 8.2. Executive Committee.
The five officers serve as the members of the Executive Committee. The Executive Committee may provide planning and evaluation functions for the Association.

ARTICLE IX – Miscellaneous

Section 9.1 Books and Records.
The association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and minutes taken by committees of the Board. In addition, the association shall keep a copy of the association’s Articles of Incorporation and Bylaws as amended to date.

Section 9.2. Fiscal Year.
The fiscal year of the association shall be from January 1 to December 31 of each year.

Section 9.3. Gifts and Contributions.
Upon approval of the Board, the Treasurer may accept any contribution, gift, bequest, or device as may be consistent with the established purposes of the Association and as may be permitted by any applicable local, state, or federal law.

ARTICLE X – Amendments

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

Approved: 9/2002
Amended: July 2008
Amended: April 2012
Amended: January 2015
Amended: July, 2016