



International Nursing Association for Clinical Simulation and Learning

**BYLAWS**

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## Articles of Incorporation

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Nandita Berry  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF FILING OF

International Nursing Association for Clinical Simulation and Learning, Incorporated  
File Number: 800159387

The undersigned, as Secretary of State of Texas, hereby certifies that the statement of change of registered agent/office for the above named entity has been received in this office and has been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Filing.

Dated: 03/26/2014

Effective: 03/26/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

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## Article I NAME

**Section 1. Name.** The name of the Association shall be the International Nursing Association for Clinical Simulation and Learning, Inc. and shall be incorporated as a not-for-profit corporation in the state of Texas. The organization may also be known as INACSL.

**Section 2. Name Change.** The Association may change the name of the Association at its pleasure by a vote of the membership. Voting shall be electronic or non-electronic in means.

## Article II PURPOSE/MISSION

The object or purpose of this Association shall be to fulfill the mission and vision of the Association as listed below.

**Section 1. Mission.** To be the global leader in the art and science of healthcare simulation through excellence in nursing education, practice, and research.

**Section 2. Vision.** Simulation and innovation transform lives.

## ARTICLE III MEMBERSHIP

**Section 1. Membership Classes.** There shall be the following classes of members: Individual, Institutional, Student/Retired, Associate, and Lifetime. The Board shall set the dues amount and the criteria for each class of membership. Definitions of member classes can be found on the Association's website.

**Section 2. Rights of Members.** All individual members (Individual, Institutional, Student/Retired, and Lifetime) shall have the right to vote and serve on committees. All individual members may hold office if they meet one (1) or more of the following criteria:

- Is or has been a Chair or member of an INACSL Committee or Subcommittee
- Is a current Board member or has held a leadership role at a like-minded organization
- Demonstrates a track record of active participation and contributions to the organization

Associate members are not individual members and thus may not vote.

### Section 3. Dues.

- a. Annual membership dues for members, and what benefits those dues include, shall be determined by the Board of Directors.
- b. A two-thirds (2/3) vote of the Board of Directors members present and voting shall be required to change dues.

### Section 4. Membership Year and Termination of Membership.

- a. The dues year shall be January 1 to December 31. Members not paying dues by December 31 will be dropped from membership.



- b. The membership of any member of the Association may be terminated for cause by following the procedures outlined in the INACSL Code of Ethics and Complaint Review Policy.

#### **Section 5. Business Meetings.**

- a. **Time and Place.** Business meetings of the members of the Association shall be held electronically at such times and places as the Board of Directors may determine. There shall be at least one (1) business meeting per year.
- b. **Agenda.** The tentative agenda for any business meeting as approved by the Board of Directors shall be posted on the association's website at least sixty (60) days in advance of convening the meeting.
- c. **Participation.** Members of the Association may attend business meetings via electronic means as determined by the Board of Directors with the minimum standard being simultaneous aural communication.
- d. **Debate and Voting.** The members of the Association who attend a meeting shall have the right to speak in debate and ask questions concerning any item on the agenda as determined by the standing rules of the meeting approved by the Board of Directors. No final decisions shall be made at the meeting. The recording of the meeting shall be posted following its conclusion for ten (10) days for comments and review after which any issue requiring a vote shall be voted upon electronically during a thirty-day period following the window for comments and review.
- e. **Quorum.** The quorum for membership meetings shall be a minimum of 150 members.

**Section 6. Affiliation.** The Association may affiliate with other organizations, businesses, and associations with complementary missions and visions with the approval of the Board of Directors. An affiliate agreement or memorandum of understanding will be completed and comply with Association policy and procedures.

- a. **Definition.** An affiliate shall be an organization that represents similar interests, which align with INACSL's interests, has been granted organizational affiliate status by the INACSL Board of Directors, and does not take action counter to the interests of INACSL.
- a. **Qualification.** Each organizational affiliate shall meet the criteria established by the INACSL Board of Directors.
- b. **Responsibilities.** Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of INACSL and adhere to the affiliation agreement.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. Authority.** The Board of Directors shall be the principal governing body of the Association and its chairperson shall be the President. The Board of Directors will support the work of INACSL and provide mission-based leadership and vision, strategic governance, and succession planning.

**Section 2. Composition.** The Board of Directors shall consist of four (4) elected officers: President, President-Elect, Immediate Past President, and Treasurer-Secretary, as well as six (6) Directors.



**Section 3. Election.** Officers and Directors shall be elected by a majority vote of those voting in accordance with the provisions in Article V. Nominations and Elections.

**Section 4. Term of Office.**

- a. **Officers.** The term of office for the President, President-Elect, Immediate Past President, and Treasurer-Secretary shall be one (1) year or until their successors are elected and installed.
- b. **Directors.** The term of office for all Directors shall be two (2) years or until their successor is elected and installed.
- c. **Staggered Terms.** To promote continuity, Directors shall be elected through staggered terms. Three (3) Directors shall be elected in even years and three (3) Directors shall be elected in odd years.
- d. **Reelection.** Directors may be reelected for one (1) additional two-year term in the same office.

**Section 5. Resignation, Removal, and Vacancy.**

- a. **Resignation.** If any elected or appointed member of the Board is unable to continue in their position, a written and/or electronic letter of resignation shall be sent to the President. If possible, the resigning member of the Board should consult with the President regarding a candidate(s) for replacement and participate in orientation of the new Board member.
- b. **Removal.** An Officer or Director may be removed with or without cause. Officers or Directors will be given a 30-day notice of a meeting at which the Board of Directors will consider their removal from office. The individual Officer or Director will be given the right to defend them self at the meeting and will be given the rights prescribed as a fair disciplinary proceeding as described in the INACSL Code of Ethics and Complaint Review Policy. After deliberation, the individual Officer or Director may be removed by two-thirds (2/3) vote of the remaining Board of Directors present and voting.
- c. **Vacancies.** In the event of a vacancy in the office of President, the President-Elect shall succeed to the office of President and the Treasurer-Secretary will assume the office of President-Elect. If the President-Elect is unable to assume the role of President, the Treasurer-Secretary will assume the office of President. If both the President-Elect and the Treasurer-Secretary are unable to assume the office of President, another Director will be named President based on majority vote of the Board. The Board of Directors shall elect a member to fill any Director vacancies that occur between the remainder of the unexpired term. An Officer or Director who fills a vacancy and serves more than half of the vacant term will be deemed to have served a full term for succession purposes.

**Section 6. Duties and Responsibilities.**

The Board of Directors shall supervise and direct the business affairs of the Association.

- a. **President.** The President shall be the chief executive officer of the Association. The President shall provide mission-based leadership, visioning and strategic governance. The President shall preside at the Association's Annual Business Meeting and at all meetings of the Board of Directors. The President shall have general responsibility for the affairs and business of the Association and shall serve as an ex officio member of all committees except the nominating committee.
- b. **President-Elect.** The President-Elect shall serve on standing or special committees and take on special assignments as determined by the President and Board of Directors. The President-Elect



shall perform the duties of the President during the President's absence and shall assume the Presidency for the balance of any un-expired term in the event of the President's resignation or inability to serve.

- c. **Immediate Past President.** The Immediate Past President shall serve in those capacities thought to provide greatest continuity of purpose and most appropriate by the President and the Board of Directors for one year following the term as President. The Immediate Past President shall serve as an *ex officio* member of the Editorial Board. The Nominations and Elections Committee shall report to the Immediate Past President.
- d. **Treasurer-Secretary.** The Treasurer-Secretary shall oversee the work of the Financial Oversight Committee, including creating an annual budget and monitoring expenses, and act as fiscal advisor to the Board of Directors. The Treasurer-Secretary shall be responsible for seeing that all income and expenditures of the Association are recorded and paid as approved by the Board of Directors through ordinary budgeting processes. The Treasurer-Secretary will ensure Board meeting minutes are properly reflected.
- e. **Directors.** Directors ensure implementation of strategic initiatives and responsibilities as determined by consensus of the Board of Directors. Directors shall act as Board Liaisons to Committees and oversee Committee Chairs within their responsibility to ensure that the appropriate work of each committee is carried out and identify committee recommendations that should be presented to the Board of Directors. Each Director shall provide leadership for succession planning for their position, as well as the position of the Committee Chairs for which they are responsible. See Duties of Directors Policy for detailed responsibilities.

### Section 7. Meetings

- a. The Board shall meet at least four (4) times per year and more often if the need arises. The President shall chair the board meetings. Board meetings may be held face-to-face, via video conferencing or via another electronic means. A proposed agenda and supporting materials shall be sent to all board officers a minimum of three (3) days prior to a board meeting.
- b. The President may cancel a monthly meeting if there is insufficient business or in the case of an extreme situation.
- c. A quorum of the Board of Directors shall consist of seven (7) members of the board present. Without a quorum present, no valid meeting may be conducted.
- d. All decisions of the Board of Directors require a majority vote of those members present and voting assumes a quorum is present to be adopted.

**Section 8. Conflict of Interest and Confidentiality.** All Officers and Directors shall sign a Confidentiality and Nondisclosure Agreement prior to serving and will disclose any conflict of interests to the Board when a conflict arises. The Board Member will be excused from any deliberation and voting related to the conflict.

## ARTICLE V NOMINATIONS AND ELECTIONS

### Section 1. Nominees

- a. Nominees for elected office and for membership on the Nominations and Elections Committee shall consent to serve.
- b. All nominees must be active members with annual dues paid. Any individual member may hold



office if they meet one or more of the following criteria:

- Is or has been a Chair or member of an INACSL Committee or Subcommittee
  - Is a current Board member or has held a leadership role at a like-minded organization
  - Demonstrates a track record of active participation and contributions to the organization
- c. No nominee shall serve as an officer of another board or organization if such membership presents a conflict of interest with the Association.
- d. No officer shall hold more than one elected office or serve as a committee chair while simultaneously serving as an officer of the Association.
- e. An individual member may declare as a candidate by submitting the required, completed nomination application.
- f. Nominees must finish their current term in office before assuming the duties and responsibilities of a new office, therefore no officer may resign their office to run for another office.

**Section 2. Nominations and Elections Committee.** The Nominations and Elections Committee shall be composed of five (5) members elected by the membership serving staggered terms. Three (3) members shall be elected in even numbered years and two (2) members shall be elected in odd numbered years.

- a. Nominations for the Nominations and Elections Committee shall be made through a virtual nomination process established by the Board of Directors.
- b. The Nominations and Elections Committee shall elect the chair of the committee each year after new members are seated from among its members by majority vote.
- c. The term of office of members of the Nominations and Elections Committee shall be two (2) years or until their successors are elected. Members of the Nominations and Elections Committee may not succeed themselves in office.
- d. Members of the Nominations and Elections Committee may not run for office during their service on this committee and they may not resign their position on the nominating committee in order to run for an office.
- e. The Nominations and Elections Committee shall report to the Immediate Past President.
- f. The quorum of the committee shall be four (4) of its members.
- g. This committee shall annually solicit names of members who are interested in running for any office through a virtual nomination process established by the Board of Director.
- h. The committee shall select a slate of candidates for all elective offices by a majority vote of the committee members present and voting.
- i. The membership shall be notified of the slate of candidates in writing by electronic or non-electronic means by the end of January prior to each annual meeting.
- j. The Committee shall:
- i. Seek input from the Board of Directors and the Executive Director on the needed professional and personal competencies for each election cycle for members of the INACSL Board of Directors
  - ii. Determine professional and personal competencies deemed minimally necessary for INACSL Board of Director officers
  - iii. Disseminate a call for nominations that includes needed professional and personal competencies for the current election cycle and provides a reasonable period of time for the submissions of nominations
  - iv. Prepare a slate of, optimally, two (2) candidates for each elective office and present slate to the Board of Directors for approval
  - v. Publish the approved slate at least fifteen (15) days prior to the election date
  - vi. Present the slate of candidates electronically to the membership
  - vii. Interpret and implement the policies and procedures for nomination and elections as established by the INACSL Board of Directors and as specified in these Bylaws



- viii. Report election results to the membership body
- ix. Assume other responsibilities for nominations as provided for in these Bylaws.

### **Section 3. Elections.**

- a. Election of Board of Directors and members of the Nominations and Elections Committee shall be held during the month of February by secret ballot and shall be by electronic or non-electronic means.
- b. Voting by the membership will occur via a confidential secure voting platform.
- c. In the event a member cannot vote during the specified period, they may request in writing an absentee ballot.
- d. Elected officers shall take office on the Sunday following the annual conference.
- e. A majority vote of those voting shall be required to elect any officer.
- f. In the event that a majority vote for an officer position is not achieved during the first ballot, a runoff election shall be held between the two (2) candidates with the highest number of votes in the initial election. Voting in any run-off shall be by electronic or non-electronic means during a timeframe established by the Nominations and Elections Committee.
- g. Nominations and Election Committee members will be elected by electronic or non-electronic means during a timeframe established by the Nominations and Elections Committee. A plurality vote shall be sufficient for election.
- h. The Nominations and Election Committee will select a chair and shall facilitate recruitment of potential officers for election. The Nominations and Elections Committee Chair will post a slate of candidates and his/her biographical sketches on the Association's website by the end of January each year.
- i. All financial obligations (membership dues) to the Association must be current throughout the term of office to maintain voting privileges.

## **ARTICLE VI COMMITTEES**

### **Section 1. Standing Committees and Task Forces.**

- a. Standing Committees shall be established as necessary to carry on the work of the Association. Their duties shall be described in the Duties and Responsibilities of Standing Committees Policy. The Board of Directors may create special task forces as needed to address specific topics of concern to the Association. The President shall appoint the task force Chair and members in consultation with the appropriate Board Liaison and with the approval of the Board of Directors.
- b. The Board of Directors shall provide each standing committee/task force with a charge.

### **Section 2. Composition.**

- a. The membership size of each committee shall be determined by the Board Liaison and the Committee Chair and this size shall be noted in the Duties and Responsibilities of Standing Committees Policy as applicable.
- b. Committee Chairs are appointed by the President in consultation with the appropriate Board Liaison and with the approval of the Board of Directors.
- c. A Vice Chair for each standing committee may be appointed by the Committee Chair from among the members of the committee with the approval of the appropriate Board Liaison.
- d. The President shall be an ex-officio member of all standing committees, except the Nominations and Elections Committee. Each Board Liaison shall be an ex-officio member of the committees that reports to them.





**Section 3. Committee Terms and Term Limits.**

- a. **Term of Office.** The term of office for all appointed positions shall be two (2) years or until their successors are selected. Committee members and chairs may serve no more than two (2) consecutive terms on the same committee, as outlined in the Duties and Responsibilities of Standing Committees Policy.
- b. **Duplication.** No member may serve as chair of more than one (1) committee each term and committee chairs may not serve on another committee while serving as a committee chair unless they are requested to serve as ex-officio on another committee because the work of their committee overlaps with the other committee.

**Section 4. Qualifications and Accountability.**

- a. Any individual member holding current membership with current dues paid shall be eligible to hold any position on a committee.
- b. All committees shall report through the appropriate Board Liaison to the Board of Directors.

**Section 5. Responsibilities of Committee Members.**

- a. Standing committees may recommend and propose policy and procedure through the appropriate Board Liaison to the Board of Directors. Policy and procedures must be consistent with these Bylaws, the INACSL Vision and Mission statements, and the charge of the committee reporting.
- b. All Committee members must agree to follow the Bylaws and INACSL Policies and Procedures.

**Section 6. Duties and Responsibilities of Standing Committees.** Specific duties and responsibilities shall be listed in the Duties and Responsibilities of Standing Committees Policy.

**Section 7. Quorum.** The presence of a majority of the members of a committee shall constitute a quorum at any committee meeting for the purposes of doing business.

## **ARTICLE VII DISSOLUTION OF THE ASSOCIATION**

In the event of the dissolution of the Association, the Board of Directors shall give all of its assets to one (1) or more not-for-profit, tax-exempt organizations. If the Board of Directors cannot decide on such organizations, the applicable Court shall make the decision in the State of Texas.

## **ARTICLE VIII AMENDMENTS**

**Section 1. Proposing Amendments.** Amendments to these Bylaws may be proposed by a majority of the Board of Directors or by a petition, sent to the Chair of the Governance Committee bearing the signatures of at least twenty-five (25) members.

**Section 2. Notice of Amendments.** Notice of proposed amendments to the Bylaws together with the rationale for each amendment shall be posted on the Association's website at least thirty (30) days prior to such amendments being voted upon.

**Section 3 Review of Amendments.** Proposed amendments shall be reviewed and debated at an Association meeting held electronically at a date and time determined by the Board of Directors. This meeting shall be



recorded and posted on the Association's website for thirty (30) days for review and comment.

**Section 4. Approval of Amendments.** After the review and comment window closes, a thirty (30) day voting window shall open during which those members who wish to do so shall vote electronically. Amendments to the Bylaws shall require a two-thirds (2/3) vote of the members voting. After the voting window closes, the results of the vote shall be reviewed by the Board of Directors and these results shall then be published on the Association's website no later than thirty (30) days after the voting window closes.

*Adopted by Board of Directors on June 15, 2002. Revised; June 18, 2004; June 16, 2006; June 29, 2007; June 20, 2008; June 12, 2009; June 18, 2010; June 18, 2011; June 23, 2012; June 15, 2013; June 20, 2014; August 2014; June 13, 2016; June 28, 2017; May 29, 2019; July 19, 2021*