

Section 12. Declared Vacancy. The office of any director who fails to attend two (2) successive regular meetings of the Board may be declared vacant by a majority vote of the Board.

Section 13. Vacancies. The Board may fill vacancies by appointment for the office of director for the remainder of the term.

ARTICLE VI.

Officers

Section 1. Composition. Officers shall be President, President-Elect, Secretary-Treasurer and Past President as ex-officio.

Section 2. Eligibility. Officers shall be selected from the directors on the Board and shall have served at least one (1) year.
The President shall have served at least two (2) years on the Board. An individual may not hold more than one (1) office at the same time.

Section 3. Election. Officers shall be elected by the Board.

Section 4. Term. The term of each office shall be for one (1) year.

Section 5. Duties. The officers shall perform those duties prescribed or authorized by the Articles of Incorporation, these bylaws, the Board, and the duties specified in the board manual.

- A. President: The President shall preside at all meetings of the Board and the Executive Committee or appoint designee in his/her absence. The President shall have general and active management of the business of the Board and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute contracts and other instruments requiring the signature of the Board. The President shall give, or cause to be given, notice of all meetings of the board.
- B. President-Elect: The President-Elect shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board may prescribe.
- C. Secretary-Treasurer: The Secretary-Treasurer will ensure proper business is recorded and will provide oversight to review and ensure proper maintaining and reporting related to funds and financial reports per policies.
- D. Past-President: Past-President shall chair the Governance Committee and perform other duties as the Board or President may prescribe. Past-President will be a voting member, if still within an official Board term. If the Past-President is outside of the official Board term, he/she will serve as an ex-officio, non-voting member of the Board.

Section 6. Vacancies.

- A. In the event a vacancy occurs in the office of President, the President-Elect shall succeed to the office of President for the remainder of the term, and the office of President-elect shall remain vacant.
- B. Should a vacancy occur in the office of both President and President-Elect, the Board shall appoint a President pro tem for the remainder of the term.
- C. The Board may fill vacancies for all other offices by appointment for the remainder of the term.

Section 7. Removal of Officer. An officer may be removed from office, with or without cause, at any time by a majority vote of all the members of the Board. An officer being removed without cause, shall receive written notice of his/her removal 30 days prior to the effective date. An officer may be removed for cause by a majority of the Board. This removal may be immediate, per a decision by the Board.

ARTICLE VII.

Committees

Section 1. Appointment, Terms, and Duties. Unless specified otherwise in these bylaws, committees and their chairpersons shall be appointed by the Board. The composition, terms, powers, and duties of all committees shall be determined by the Board. The President or designee will be a non-voting member of all Board committees.

Section 2. Committees. Board Committees as determined by the Board will function on a year round basis.

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

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

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

ARTICLE VIII.
INDEMNIFICATION

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

ARTICLE IX.
PARLIAMENTARY AUTHORITY

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

ARTICLE X.
AMENDMENTS

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

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

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

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