

The Haitian American Nurses Association of Georgia, Incorporated Bylaws

ARTICLE I: TITLE PURPOSE AND FUNCTIONS

SECTION 1:

TITLE

The name shall be The HAITIAN AMERICAN NURSES ASSOCIATION of GEORGIA, Incorporated (H.A.N.A. of Georgia). The use of this name and acronyms are strictly limited to approved members only. Any entity that wishes to use this name and acronyms must submit an application and be approved by the board of directors.

PURPOSE / MISSION

The purpose of this organization is:

1. To provide members the opportunity to unite as a group. To share and promote ideas of interest to the group.
2. To support members and provide services relevant to the health and welfare of the community locally and abroad.
3. Empower members to become effective, culturally competent leaders and caring professionals.
4. To promote evidence-based practice care and to support the professional advancement of nurses, healthcare professionals and allied health professionals.

VISION

To serve, lead, educate, and empower others towards a healthier life and be a catalyst for change nationally and internationally.

FUNCTIONS

1. Promote professional growth and development by providing nurses and other healthcare professionals with continuing education units (CEUs), healthcare training, and scholarships.
2. Provide educational programs and conferences for nurses and the community.
3. Provide healthcare education to promote wellness and reduce healthcare disparities in the community.
4. Actively engage in the decision-making affecting the health and welfare of the underserved in the community.
5. Empower nurses to maintain nursing standards, professionalism and seek higher education.
6. Ensure that nurses exercise cultural humility as they provide services to the community.
7. Actively participate in legislation affecting healthcare and the nursing profession.
8. Train and develop leaders in the healthcare industry.
9. Engage in Youth Focused Interventions.
10. Inspire and facilitate young adults to the nursing profession.
11. Organize, implement and participate in international medical missions.
12. Coordinate and implement health fairs, immunizations, and community drives.
13. Foster networking and media education through radio and television.
14. Participate in emergency response teams and disaster relief efforts.
15. Engage in research activities by utilizing Evidence-Based Practice to reduce health disparities.

16. Develop mentorship programs for nursing students, new graduate nurses, foreign trained nurses seeking licensure and healthcare students nationwide.

SECTION 2: BENEFITS OF MEMBERSHIP

- Pride in the knowledge that you are part of an organization striving to provide equitable healthcare for all Georgians. An opportunity to network with peers and share information and ideas pertinent to our community.
- Networking, career and education opportunities include:
 1. Access for preceptorship
 2. Access for shadowing
 3. Access to discounted community services
 4. Access to expert mentors
 5. Access to job posting on the H.A.N.A. of Georgia website
 6. Access to Members Only Section of website with a membership directory
 7. Access to shared-interest and national chapters, and avenues to connect with leaders in the profession
 8. Career assistance
 9. Certificates for volunteering time
 10. Discounted fees from selected nursing schools
 11. Exhibit space at health-fairs
 12. Opportunity to be featured in H.A.N.A. of Georgia's exclusive newsletters with practice-related information and leadership acknowledgments
 13. Opportunity to advocate on matters affecting healthcare
 14. Opportunity to be guest speaker in community functions
 15. Opportunity to be innovative and advance patient care.
 16. Opportunity to serve as HANA of Georgia's Committee Member
 17. Opportunity to serve as HANA of Georgia's Executive Board
 18. Opportunity to share your voice at the state level
 19. Opportunity to travel on mission trips to care for those abroad
 20. Participation in the yearly Scholarship and Recognition Ceremony
 21. Pride in power of nursing; you are a part of a national powerhouse by joining H.A.N.A
 22. Recommendation letter for employment and/or school
 23. Official donation request letter on organization letterhead
 24. Enhanced resume appeal
 25. Scholarship opportunities
 26. Updated information on healthcare practices
 27. Strengthening of the nursing profession
 28. Student loan deferment
 29. Support from nurses across the nation
 30. Tax write off
 31. Access to financial literacy fairs
 32. Referral for legal services

ARTICLE II: GENERAL MEMBERSHIP

SECTION 1: QUALIFICATIONS

1. Executive Board Members of this organization shall be a paid member of H.A.N.A. of Georgia and must be a registered nurse with a minimum of baccalaureate degree. The Board consists of a Chairperson, President, President-Elect, Secretary, Treasurer, Historian, Public Relations Officer and Compliance Officer.
2. H.A.N.A. of Georgia is an independent chapter of HANA-I, its membership is optional.
3. Any interested professional, para-professional, or organization can become a general member of H.A.N.A. of Georgia.
4. H.A.N.A. of Georgia, INC. will become a member of the Haitian American Nurses organization International (HANA-I) as it is deemed by the Executive Board.
5. All active past presidents that were not removed/ impeached from office, and that are in good standing, are advisors of the organization and may also lead as a Committee Chair.
6. Any interested professional in the community can become advisors upon approval by the board.

SECTION 2: DUES

1. All members must pay a non-refundable fee of \$100.00 by January 31st of each year and shall be considered a public servant of the organization to the community. The membership fee may be waived at the discretion of the Board of Directors, as applicable, due to extraneous circumstances.
2. Dues are payable via Cash App, Zelle (Hanaofgeorgia@yahoo.com), or directly on our website.
3. Dues are considered delinquent after April 30th. When a member joins after this period, dues for the current year shall become due immediately upon joining. The following year, membership dues will be renewable and due between January and April of that year.
4. Notice will be given to members upon failure to pay annual dues and if such dues are not paid within 90 days, privilege of active membership shall be suspended.

SECTION 3: DUTIES AND RESPONSIBILITIES OF MEMBERS

1. The timely payment of dues.
2. Attendance at general and special meetings.
3. Members of committees and actively participate in the affairs of the Organization.
4. HANA of Georgia members will adhere to membership guidelines as described in the bylaws.

ARTICLE III: MEETINGS

SECTION 1: GENERAL MEMBERSHIP MEETINGS

1. There shall be one (1) general membership meeting to swear-in the Board of Directors, to be held in the month of February of every two years by nominations and majority vote of the Board Members.
2. Special and emergency meetings may be held at the discretion of the Board whenever necessary.

SECTION 2: FUNDRAISING EVENTS

1. Fundraising events shall be held at least yearly and at the discretion of the board members

SECTION 3: GENERAL MEETING

The order of the general meeting shall be:

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| 1. Call to order | 7. Report of the Board of Directors |
| 2. Determine Quorum | 8. Report of Standing Committees |
| 3. Reading and Approval of the Minutes | 9. Report of the Special Meeting |
| 4. Old Business | 10. New Business |
| 5. Correspondence | 11. Adjournment |
| 6. Report of Treasurer | |

Rule of Voting

1. A Member Makes a Motion
 - Example: "I move that we buy new chairs."
2. Another Member Seconds the Motion
 - Example: "I second the motion."
3. The Chair States the Motion
 - Example: "It has been moved and seconded that we buy new chairs."
4. Members Discuss (Debate) the Motion
 - Members can speak for or against it.
5. The Chair Calls for a Vote
 - Example: "All in favor say 'aye' ... All opposed say 'no'."
6. The Chair Announces the Result
 - Example: "The motion passes." or "The motion is defeated."

SECTION 4: QUORUM

A minimum of 2/3 of the Voting Executive Board Members of this organization shall constitute a quorum in order to have any regular scheduled meeting.

Number and Qualifications of Directors:

Members do not have to be of Haitian descent, except for the Chairperson, President, and President-Elect. These top three executives must also hold a minimum of a Master of Science in Nursing; there may be exceptions at the discretion of the Board. The Board shall elect their own members from time to time by amendment of these bylaws.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: NUMBER AND QUALIFICATIONS OF DIRECTORS:

The Board of Directors shall consist of five to seven voting members to be sworn-in every two (2) years at the meeting of the general membership. Election of Board of Directors members shall occur as needed every two (2) years by the vote of a majority of these members.

1. The Board is responsible for the governance of the organization, as well as its overall policy and direction. The Board shall have up to 7 directors but not fewer than 5 directors. The Board receives no compensation other than reimbursement for approved board expenses.

2. The Board of Directors shall consist of a maximum of 7 voting members to be elected by a majority vote of these members. All board members are required to have a minimum of baccalaureate degree or in school towards such degree.
3. All Board of Directors shall serve two-year terms, automatically renewable unless proper notice to resign is provided pursuant to Article IV, Section 8 of these bylaws.
4. The Board shall elect their own members from time to time, by amendment of these bylaws.

SECTION 2: MEETING OF BOARD OF DIRECTORS

The Board of Directors shall hold its regular and its special meetings physically in person or virtually at such times and places, within the state, as they deem to be in the best interest of the organization at least monthly.

SECTION 3: NOTICE OF MEETINGS OF BOARD OF DIRECTORS

After the Board of Directors has determined the time and place for regular meetings no notice thereof need to be given. Notice of special meeting shall be sent to each director at least two days before the meeting unless in case of an emergency the Chairperson or President shall send a shorter notice via e-mail and/or by phone.

SECTION 4: POWER OF DIRECTORS

The Board of Directors shall be vested with the management of the organization. In the management and control of the property and affairs of the organization, The Board of Directors is hereby vested with all the powers possessed by the organization itself, so far as this delegation of authority is not inconsistent with the laws of the state of Georgia, with the articles of incorporation, or with these bylaws.

SECTION 5: ENDOWMENT

The Board shall have power to segregate a percentage of the membership dues to establish an endowment fund. The proceeds of that fund are to be used for the organization's operational purposes.

SECTION 6: VACANCIES

When for any reason the office of a director shall become vacant, the remaining directors shall, by a majority vote elect a successor who shall hold office until his successor is elected and has qualified. The Board of Directors shall proceed by succession planning in the following order: Chairperson, President, President-Elect, Treasurer, Secretary, Board Liaison, Public Relations, and Compliance Officer. Vacancies resulting from an increase in the number of directors may be filled in the same manner based on succession or at the discretion of the Board.

SECTION 7: QUORUM OF DIRECTORS

Two-thirds of the Board of the Directors constitutes a quorum for the transaction of the organization's business and to authorize action.

SECTION 8: RESIGNATION OR REMOVAL

Any director may resign at any time by giving written notice to either the Chairperson, President, President-Elect or Secretary. Any such resignation takes effect at the time specified therein, or if the time is not specified therein, upon its acceptance by the Board of Directors. The members at any meeting called for the purpose by vote of a majority of the members may remove from office any director elected by the members of

the Board of Directors and elect their successor. Two-thirds of the general membership present at a duly convened meeting may remove a director.

ARTICLE V: OFFICERS

SECTION 1: ELECTION AND QUALIFICATION GOVERNING EXECUTIVE BOARD MEMBERS:

The Governing Executive Board Members and voting members of this organization shall consist of a Chairperson, President, President-Elect, Treasurer, Secretary, Board Liaison, Public Relations, and Compliance Officer. Any executive board member can hold a committee chair position. In the event of a tie vote among the board of directors, the Chairperson shall operate as the tie breaker with an additional vote. The Chairperson of the Board shall have authority to fill any vacancy in any office. The Board of Directors (Executive Board Members) shall also have full authority to fix the special compensation of all officers as need be. All Executive Board Members shall hold office until their successors are elected and have been qualified. The Board shall serve a minimum of two years and a maximum of four years without an election should the member choose to stay in the role serving within the integrity of the organization. The positions of Chairperson, President, and President-Elect are reserved for senior board members only and must have at least a master's degree in nursing or at the discretion of the Board. All board committees will be led by a chair of said committee with committee members to work together to manage their respective roles and responsibilities.

The following Committee Chair Positions “do” require a Nursing Degree

- Programs
- Education
- International Affairs
- Legislative Affairs
- Membership / Recruitment & Retention
- Board Liaison

The following Committee Chair positions "do not" require a Nursing Degree:

- Accounting / Bookkeeping
- Advisor
- Administrative
- Fundraising / Grants
- Historian
- Information Technology
- Marketing
- Media
- Newsletter
- Parliamentarian
- Public Relations
- Social Services
- Volunteer
- Youth Development

SECTION 2: CHAIRPERSON

1. Chairperson must ensure that all business discussions fall in line with the meeting's agenda, that every member's voice is heard and discussed, that clear decisions are reached and unanimously accepted, and that directors and chairs follow up on those agreements to make sure actions are carried out in line with the board's decisions.
2. Serves as chief executive officer of the organization, acts as official representative of the organization and as its chief spokesperson on matters of organization policy and positions.
3. Provides the vital link between all HANA regional leaders within the organization and those throughout the healthcare field.

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4. Shall be a past president of the organization with the abilities to fully lead the organization. Shall have the ability to influence others without dominating. Responsible for ensuring that all Board members are using their own unique skills for the good of the organization; possess a strong personality. Does have the power of tie- breaker and veto.
5. During meetings, the Chairperson shall have the right to make or second a motion or to debate, similar to other Board Members.
6. Must be a great communicator. Must be able to articulate the vision and goals clearly, and able to listen to others' ideas and feedback. Chairperson should be open to hearing other people's opinions and be willing to make changes based on what they hear that will be in the best benefit of the organization.
7. The role is to ensure the board as a whole considers issues, and reaches decisions. The Chairperson does not make unilateral decisions, impose their will, or unduly influence the opinions of other board members. The Chairperson must have excellent listening skills, and is able to bring people together constructively.
8. The role of the Chairperson should be for a period of somewhere between 6–10 years. Such a time frame provides consistency, minimizes churn and the cost of such situations and provides for orderly renewal, all of which is both good governance and good for the organization. The Chairperson may resign at any time pursuant to Article IV, Section 8 of these bylaws.
9. While Chairperson, they are expected to act as the organization's leading representative. This involves the presentation of the organization's aims and policies to potential clients or partners, and to the outside world.
10. They are expected to take a leading role in determining the composition and structure of the Board. This means regularly reviewing the overall size of the Board, the balance between executive and committee chairs, as well as the balance of age, gender, experience, and personality.
11. Finally, they are expected to ensure effective and constructive communication with shareholders and stakeholders.
12. Represent the organization to the public and to approve the formal minutes of the meeting after they have been formatted, to meet the bylaws requirements. The overarching role of the chairperson is to provide leadership, they must be an effective strategist and a good networker. The Chairperson is responsible for making sure that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner.
13. Responsibility and Character Traits: The Chairperson must be objective, must apply their mind to the process and keep their personal feelings at bay. They are required to steer the disciplinary process smoothly, by keeping the process free of anger, swearing and other insulting behavior.
14. The Chairperson of the organization must have served a full term as president of HANA to be qualified in this role.
15. Responds to all inquirers (members and non-members).
16. All officers and members report to the Chairperson.
17. The Chairperson should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

SECTION 3: PRESIDENT

1. Mirrors the same roles, duties, and responsibilities of the organization's Chairperson and in addition has the following specific duties, roles and responsibilities: Responsible for leading the Board of Directors and focusing it on strategic matters, overseeing the organization's operations and setting high governance standards.

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2. The president shall approve all meeting agendas, in collaboration with the Secretary.
3. The president shall preside at all meetings of the general membership and shall preside at meetings of the Board of Directors in the absence of the chairperson.
4. The Chairperson, President or President-Elect, unless another member is specially authorized by the vote of the Board of Directors, shall sign all written instruments of the organization.
5. The President shall perform all duties commonly incident for their office and shall perform such other duties, as the Board of Directors shall designate.
6. The President shall appoint members via a task force to do special projects to further the work and progress of the organization.
7. The President provides strong leadership for H.A.N.A. of Georgia and sets a sound and accurate course for its future.
8. Participates in setting policy.
9. Exercises decisive administrative and leadership ability in order to set a course of action for the organization.
10. Exercises personal leadership in the motivation of other officers and directors on the H.A.N.A. of Georgia Board of Directors, elected and appointed officials, H.A.N.A. of Georgia staff, and the membership. The President, along with the other officers, is responsible to address any conduct injurious to the organization or its purpose, both internally and externally.
11. Acts in good faith and for the best interests of the organization.
12. A president that has not been removed from office will also be an ex-officio member except for the nominating committee, and shall have the same rights and duties as all the committee members.
13. The President should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

Duties include:

1. Presides and conducts general membership meetings (unless unable to attend).
2. Determines quorum to officially begin membership meetings
3. Announces business ventures.
4. Recognizes members and non-members who are entitled to address membership.
5. States and puts to vote all questions that legitimately come before members.
6. Protects the membership.
7. Enforces the rules of the organization.
8. Expedites all business.
9. Responds to all inquirers (members and non-members).
10. Adjourns meeting of the general membership.
11. Must sign or authorize with the treasurer all financial transactions \$100 or more and can be a signatory officer on the organization's bank account in the absence of the Chairperson.

SECTION 4: PRESIDENT-ELECT

1. The H.A.N.A. of Georgia President-Elect assumes the responsibilities of the President in their absence and performs special functions as assigned to assist the H.A.N.A. of Georgia President in performing the functions of that office.
2. They serve as a member of the H.A.N.A. of Georgia Board of Directors.

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3. The H.A.N.A. of Georgia President-Elect assists the H.A.N.A. of Georgia President in the performance of their duties when requested or in the absence of the president.
4. The HANA of Georgia President-Elect supports and defends policies, positions, and programs adopted by the HANA of Georgia Board of Directors and H.A.N.A. of Georgia Membership Assembly.
5. They promote communications and positive working relationships with H.A.N.A. of Georgia's subsidiaries. The H.A.N.A. of Georgia President-Elect serves as a liaison to all regional chapter presidents as assigned by the H.A.N.A. of Georgia President or Chairperson.
6. If the President for any reason vacates the chair or is absent, the President-Elect assumes the responsibility of the President.
7. Under the direction of the Chairperson or President, the President-elect plans, develops and enforces policies and objectives for the organization to ensure it maintains its values and meets established goals.
8. The President-elect should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

Duties include:

1. Able to support the Chairperson and President in accomplishing the mission, goals, and vision of the organization.
2. Support and partner with the president in all matters, official and unofficial.
3. Attend all meetings.
4. Actively work with the Chairperson, President and other officers of the organization to meet the strategic goals.
5. Able to present/speak about the organization, its goals, objectives and different programs as assigned by the Chairperson and President.
6. Assist Chapters at the local level in organizing and promoting set programs as assigned by the Chairperson and President.

SECTION 5: TREASURER

1. The Treasurer monitors the fiscal affairs of the organization and ensures that all financial records and audits are in order.
2. He or she is an officer entrusted with the custody of the organization's funds as designated by the Chairperson or the President.
3. They represent the best interests of the entire membership as it pertains to fiscal responsibility, the financial soundness of the organization, and the prudent application of funds in keeping with the goals and objectives set by the H.A.N.A. of Georgia Board of Directors.
4. They Ensure that the organization maintains accurate financial records.
5. The H.A.N.A. of Georgia Treasurer reviews the organization's expenditures and financial status on a monthly basis to ensure overall fiscal integrity.
6. They ensure that regular financial reports are submitted to the H.A.N.A. of Georgia Board of Directors.
7. Submits the financial accounts of the organization for an annual internal audit and serves as a liaison to all regional presidents as assigned by the H.A.N.A. of Georgia Chair or the Board / President.
8. The Treasurer may disperse up to \$300 annually, upon request, to executive board members for purposes of representing the organization. These disbursements are subject to federal reporting

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requirements, and recipients shall provide an account of activities undertaken with outcomes, to the organization.

9. The Treasurer should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

Duties include:

1. Required to make monthly financial reports and any interim reports as needed.
2. Collaborates with the President and Secretary to provide reports for H.A.N.A. of Georgia financial accounts.
3. Collect annual dues.
4. Pay all organizational debts and expenses.
5. Maintain a record of receipts and expenditures
6. Collects dues, fees, and monetary transactions of the organization.
7. Responsible for assisting and providing the President the necessary documents needed for the yearly filing of taxes for the City, State and Federal government as guided by exemption designation.
8. Collaborates with tax consultants for the purpose of ensuring timely filing of annual income tax.

SECTION 6: SECRETARY

1. The Secretary ensures that records of all HANA of Georgia meetings are maintained and are accurate.
2. May serve as Chair on one or more board committees and performs special functions as assigned.
3. Must maintain the organization's calendar.
4. The HANA of Georgia Secretary serves as a member of the H.A.N.A. of Georgia Board of Directors.
5. They ascertain that accurate records, including minutes, are maintained for all meetings.
6. In collaboration with the motion mover, may edit or define motions for the sake of clarity, advising board members of the changes prior to the vote.
7. The Secretary ensures that the board receives the minutes of each board meeting timely and serves as a liaison to all as assigned by the Chairperson / President.
8. The Secretary shall have charge of the corporate seal and shall attest all written instruments of the organization executed by the Chairperson / President and affix the organization seal thereto.
9. Amend the bylaw to reflect any motions adopted during the board meeting.
10. The Secretary should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

Duties include:

1. To keep a record of all the proceedings of the organization, usually called the minutes, and make available to members within two weeks post a meeting.
2. To keep the organization's official membership roll and to call the roll when required.
3. To maintain the organization's record book(s) in which the bylaws; special rules of order; standing rules; and minutes are entered with any amendments to these documents. They must properly maintain and have the current record/books on hand at every meeting.
4. To maintain all legal documents of the organization.
5. In the absence of President and President-Elect, to call the meeting to order. To prepare, with the President, prior to each meeting, an agenda.
6. They will place copies of all meeting minutes on the HANA website (www.hanaofgeorgia.com), and to the H.A.N.A. email address (hanaofgeorgia@yahoo.com).

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7. They shall be in charge of all books or records of the organization.
8. Maintain all of H.A.N.A.'s correspondence.
9. Prepare addition and change of address information.
10. Order all supplies and literature.
11. Prepare a directory each year that includes a calendar for the current year, names of board members, a copy of the current bylaws and standing rules, membership contact information, a (picture) directory of current members, and any other pertinent information such as affiliations, past presidents.
12. Advise the Chairperson or President of upcoming events, deadlines and protocols.
13. Receive approval by the Chairperson or President of any correspondence sent to members prior to its being sent.
14. Work with the President-elect in recruiting individuals to sign up to bring refreshments for meetings and events, design flyers or request IT Chair to do so for upcoming events.
15. Maintain a summary of activities in which each member is involved.

SECTION 7: HISTORIAN

1. The historian will write and record the historical event of the organization.
2. The goal of these recordings and writings are to understand the history of H.A.N.A. of Georgia and to educate the public on events.
3. The Historian should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

Duties include:

1. Gather historical data from various sources, newsletters, photographs etc.
2. Analyze and interpret historical information to determine its authenticity and significance.
3. Trace historical developments of the organization.
4. Engage with the public through educational programs and presentations.
5. Archive or preserve materials and record of accomplishments and activities.
6. Provide advice or guidance on historical topics and preservation issues.
7. Write reports, articles, and books on findings.
8. Collaborate with the Chair of Media, Secretary and IT to ensure the organization's website and all social media outlets are updated with accurate information.

SECTION 8: PUBLIC RELATIONS OFFICER

1. The roles of a Public Relations Officer (PRO) include responsibilities focused on managing and enhancing the organization's public image and communications. These roles ensure that the PRO effectively manages the organization's public image, fosters positive relationships, and supports its overall mission and objectives.
2. Media Relations: Act as the primary contact for media inquiries and manage the organization's relationships with journalists and media outlets. This involves drafting and distributing press releases, coordinating press conferences, and handling media interviews.
3. Communication Strategy: Develop and implement a strategic communication plan to promote the organization's mission, goals, and activities. This includes creating messaging that aligns with the organization's values and objectives.
4. Publicity and Promotion: Plan and execute publicity campaigns to raise awareness about the organization's events, programs, and initiatives. This may include organizing events, preparing promotional materials, and utilizing various media channels.

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5. Internal Communications: Facilitate effective internal communication within the organization. This involves ensuring that employees, members, or stakeholders are kept informed about important updates and developments.
6. Crisis Management: Manage communication during crises or emergencies. This includes preparing crisis communication plans, addressing public concerns, and maintaining the organization's reputation during challenging situations.
7. Brand Management: Oversee the organization's brand identity and ensure consistency in all public communications. This involves maintaining the organization's image and ensuring that all materials reflect its values and standards.
8. Stakeholder Engagement: Build and maintain relationships with key stakeholders, including community leaders, partners, and supporters. Engage with these groups to foster positive relationships and support for the organization.
9. Monitoring and Evaluation: Track and analyze the effectiveness of public relations efforts. This includes assessing media coverage, public perception, and the impact of communication strategies on the organization's goals.
10. Content Creation: Develop and produce content for various communication channels, such as newsletters, social media, and the organization's website. This includes writing, editing, and designing materials as needed.
11. Compliance and Ethical Standards: Ensure that all public relations activities comply with relevant laws, regulations, and ethical standards. This includes adhering to organizational policies and maintaining transparency in communications.
12. The Public Relations Officer should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

SECTION 9: BOARD LIAISON

1. Coordinate the communication and relationship between two or more organizations and their top-ranking official of all the H.A.N.A. chapters.
2. Encourage cooperation and the exchange of information between the chapters.
3. Seek to establish mutually beneficial, encouraging relationships with targeted groups, establish parameters for collaborative efforts, and serve as a reliable contact point with whom stakeholders can address concerns.
4. Conduct periodic evaluations to elucidate additional possibilities for collaboration.
5. Detect opportunities for meaningful collaboration within and across industries.
6. Secure collaborators' buy-ins and discussing parameters to be observed.
7. Relay our interests and work to further these through collaborative efforts.
8. Perceive and work to remedy concerns surrounding our collaborations.
9. Devising appropriate frameworks to derive maximum benefit from all partnerships.
10. Reporting on the utility of existing and prospective collaborations to guide future undertakings to the Board.
11. The Board Liaison should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

SECTION 15: COMPLIANCE OFFICER

1. Maintaining the organization's integrity, mitigating risks, and ensuring that all aspects of its operations comply with legal and ethical standards.

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2. Ensuring the organization complies with relevant laws, regulations, and standards. This involves staying up-to-date with changes in laws and regulations and interpreting how they apply to the organization.
3. Developing and implementing internal policies and procedures to ensure compliance with legal and regulatory requirements. This includes drafting compliance manuals and guidelines.
4. Conducting training programs for members to ensure they understand compliance policies and procedures.
5. This includes creating educational materials and organizing workshops or seminars.
6. Regularly monitoring and auditing the organization's activities to detect any deviations from compliance policies. This involves reviewing records, conducting risk assessments, and performing internal audits.
7. Maintaining detailed records of compliance activities and preparing reports for executive board or regulatory bodies. This includes documenting any compliance issues and the steps taken to address them.
8. In collaboration with the motion mover, may edit or define motions for the sake of clarity, advising board members of the changes prior to the vote.
9. Identify potential compliance risks and develop strategies to mitigate them. This involves assessing the impact of regulatory changes on the organization and advising on risk management strategies.
10. Investigating any compliance breaches or concerns, and managing the process of remediation. This includes coordinating with other committees to resolve compliance issues and ensuring corrective actions are taken.
11. Acting as a point of contact for compliance-related inquiries and providing guidance to other departments or executive boards on compliance matters. This includes offering advice on regulatory changes and their implications.
12. Serving as the primary contact with regulatory agencies and overseeing compliance-related communications with external parties. This involves responding to regulatory inquiries and managing inspections or audits in collaboration with a consultant.
13. Promoting and upholding the organization's ethical standards and fostering a culture of integrity and transparency. This includes encouraging ethical behavior and addressing any ethical dilemmas that arise.
14. The Compliance Officer should remain flexible, ready to assist in whatever capacity that can contribute to help keep the organization's operating smoothly.

The process for grievance is listed below and is subject to be reviewed at least every 4 years or as necessary by the executive board to ensure processes in place are updated with the laws and regulations of the state.

HAITIAN AMERICAN NURSES organization OF GEORGIA GRIEVANCE PROCEDURE FOR BOARD AND COMMITTEE MEMBERS

A comprehensive grievance procedure for board members is essential for ensuring fairness and accountability within an organization. It is inevitable that misunderstandings may arise during a board member's tenure. Therefore, when board members feel aggrieved by a certain behavior or decision, they are to follow the following procedure in an effort to resolve those grievances:

H.A.N.A. OF GEORGIA BYLAWS ADOPTED APRIL 2, 2025

- I. **Informal Resolution:** although not required, board members are encouraged to resolve grievances informally through open communication by seeking common ground before escalating the issue.
- II. **Formal Grievance Process:**
 1. **Step 1.** An aggrieved board or committee member (hereinafter referred to as “aggrieved party”) is required to ***begin the process*** by submitting to the executive board a written statement outlining the nature of the grievance, individuals involved, and any supporting evidence.
 2. **Step 2.** Within 7 days of the submission of the grievance, the board will begin an ***investigation*** into the allegations of the grievance. This may involve interviewing relevant parties, reviewing documentation, and gathering additional evidence to make an informed decision. The board may request a hearing where the aggrieved party may be encouraged to provide additional information.
 3. **Step 3. Decision and Remedial Action:** Based on the findings of the investigation, the board will make a decision regarding the grievance. If the grievance is upheld, the board will determine appropriate remedial actions, such as counseling, or corrective measures to address the issue. It is expected that the board will render its decision no later than thirty (30) days from the filing of the grievance. If an extension is required, the board will vote on the reasons for the extension, which should occur only under extenuating circumstances. Lastly, no later than seven (7) days from the board’s final decision, the President Elect of the board or designee will communicate the decision to the aggrieved party in writing using the attached template.

The decision of the board is final.

Please note that this grievance procedure is subject to review and customization to fit the specific needs and dynamics of the organization. Additionally, regular review and updates to the procedure based on feedback and changes in the organizational environment are also important to maintain its effectiveness.

Updates to this procedure will be implemented by a vote of the board, in accordance with the bylaws.

ARTICLE VI: ADVISORY MEMBERS

SECTION 1: QUALIFICATIONS

The advisory members of HANA of Georgia shall consist of all active past Chairpersons and active past Presidents that were not previously removed from office and community leaders who share the organization’s vision and mission statements. Community leaders can be appointed as an advisory member for a period of two years or more. Advisory members have no responsibilities for the day-to-day operations of H.A.N.A. of Georgia and do not have any legal obligations or liabilities that are attached to them. Membership fees for advisory members at the discretion of the Board.

SECTION 2: ROLES / RESPONSIBILITIES

1. They may include honorary members who will support H.A.N.A. of Georgia in accounting, business, education, immigration, legal, and other expert skills needed to support H.A.N.A. of Georgia.
2. They may make recommendations regarding the expansion of H.A.N.A. of Georgia initiatives, activities, and budget.

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3. They may also assist with raising funds, recruiting members, securing sponsorship and providing in-kind contributions to H.A.N.A. of Georgia initiatives.
4. The Chairperson / President shall recommend to the Executive Board candidates for appointment of advisory members.
5. The advisory members shall serve at the pleasure of the Board.
6. The Board shall establish such meetings and activities for advisory members as the board deems useful and appropriate.
7. They will meet a minimum of twice a year or as necessary.

ARTICLE VII: COMMITTEES

SECTION 1: STANDING AND AD HOC:

The Chairperson and President, in their discretion, may appoint standing or ad hoc committees as necessary.

SECTION 2: STANDING COMMITTEE CHAIRS:

Chairperson or President may appoint and assign duties as deemed necessary.

COMMITTEES:

The following Committee Chairs shall have one vote per Chair Officer.

A committee member may have a vote only in the absence of a Chair and after the Chair of such a committee has advised the Secretary team of the replacement that will be attending a meeting with the right to vote by proxy from the Chair during their absence.

- | | |
|------------------------------------|---|
| 1. Accounting | 8. Media |
| 2. Education | 9. Membership (Recruitment and Retention) |
| 3. Fundraising & Grant Committee | 10. Programs |
| 4. Historian | 11. Social Services |
| 5. Information Technology | 12. Youth Development |
| 6. International Affairs Committee | 13. Legislative |
| 7. Marketing Committee | |

SECTION 3: COMPOSITION

The Chairperson or President, subject to Board's approval, shall appoint the chair of each standing committee. A submission should be presented to the Board of Directors in the form of a list of such candidates to serve on said committee or committees.

SECTION 4: SEAL

Description of Seal

The Seal of the Organization shall bear the Words "THE HAITIAN AMERICAN NURSES organization OF GEORGIA, INCORPORATED" which shall be between two concentric circles, and on the inside of the inner circle shall be the words "GEORGIA ORGANIZATION NOT FOR PROFIT" and the figures "1984" an impression of such seal appearing on the margin hereof.

ARTICLE VIII: WHISTLEBLOWER PROTECTION

SECTION 1:

The organization endorses an open-door policy and encourages directors, officers, and members to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly.

SECTION 2:

No director, officer, committee member or member who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse consequences.

SECTION 3:

Violations or suspected violations may be submitted by writing a letter or email on a confidential basis to the Compliance Officer at hanaofgeorgia@gmail.com.

SECTION 4:

The Compliance Officer will acknowledge receipt of the reported/suspected violation by writing a letter or e-mail to the complainant within 7 business days of receipt of the report. All reports will be promptly investigated and if warranted, appropriate corrective action will be taken. All complaints will be kept confidential. The Compliance Officer shall make recommendations to the board and communicate a resolution to the reporter or complainant within 30 business days.

ARTICLE IX: CONFLICT OF INTEREST

SECTION 1:

The organization enforces transparency in situations that might produce a conflict of interest, defined as benefitting private remuneration or producing excess benefit. Direct or indirect financial interest includes, but is not limited to contracts, competitive bidding, transactions and gratuities.

SECTION 2:

It is mandatory that all officers and directors disclose to the Executive Board all facts material to a potential conflict of interest whenever the possibility emerges. In addition, all officers and directors must annually disclose any relationships, positions or circumstances in which the individual is involved that could contribute to a Conflict of Interest.

ARTICLE X: DOCUMENT RETENTION AND DESTRUCTION

SECTION 1: RESPONSIBILITIES

The organization takes seriously its obligation to preserve information relating to organization matters at a minimum to include corporate records, meeting minutes, financial/tax records and contracts in accordance with IRS regulations.

SECTION 2: ELECTRONIC RECORDS

Electronic documents have the same status as paper documents and reliable backup and recovery methods are required to be maintained.

SECTION 3: DOCUMENT DESTRUCTION

Destruction of financial records will be accomplished by shredding. All document destruction will be immediately suspended upon any indication of an official investigation/audit or when a lawsuit is filed or appears imminent.

ARTICLE XI: ACCEPTANCE OF GIFTS AND DONATIONS

SECTION 1:

In the course of its regular fundraising activities, the organization solicits and accepts gifts that are consistent with its mission and nonprofit status.

SECTION 2:

Donations are accepted from individuals, partnerships, organizations, foundations, government agencies or other entities.

SECTION 3:

Cash gifts are acceptable in any form including check, money order, credit card, electronic transfers, wire transfer or online. All contributions should be made payable to H.A.N.A. of Georgia Inc., whenever possible, and will be documented in the organization's financial records.

ARTICLE XII: ELECTRONIC MEDIA

SECTION 1:

The Organization encourages the use of social media technologies to enhance communication, collaboration and information exchange in support of the organization's mission.

SECTION 2:

Social media encompasses the various activities that integrate technology, social interaction and content creation.

SECTION 3:

The Organization respects copyright, fair use and financial disclosure laws; proprietary information, confidentiality and privacy. Appropriate consent is required.

SECTION 4:

The Organization supports transparency and mandates that statements are truthful and substantiated.

ARTICLE XIII: FUNDRAISING

SECTION 1:

The Organization will conduct fundraising activities including but not limited to grant-seeking, special events, major gifts, and membership contributions to fund the annual scholarships and recognition events.

SECTION 2:

The Organization will operate in compliance with the Georgia Solicitations Act of 1988.

ARTICLE XIV: AMENDMENTS

SECTION 1. METHOD OF AMENDMENT OR CHANGE

Method of Amendment or Change:

The Board of directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice (via the form of email, facsimile, or postal mail) setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within one week in the time and the manner provided for the giving of notice by meetings of the Board of Directors.

1. The Bylaws of the Organization may be amended or repealed and additional Bylaws added or adopted by a majority vote of 2/3 of the entire Board of Directors present or by electronic vote.
2. These bylaws were approved at a meeting of the board by a unanimous vote on April 2nd, 2025 and will be maintained in the Corporate Minutes Book.

SECTION 2: DISSOLUTION:

The process for dissolution of H.A.N.A. of Georgia shall be as follows:

1. The Chairperson of the Board or the President shall contact the board members of H.A.N.A. of Georgia to discuss dissolution or other potential options available.
2. A resolution for dissolution of the organization shall be presented to the general membership at a meeting and be signed by a majority of the members.
3. If the organization dissolves, all members will have the opportunity to transfer their membership to another H.A.N.A. of their choice.
4. Should the organization choose to dissolve, the funds shall go to the charitable entity of choice by a majority vote.

H.A.N.A. OF GEORGIA BYLAWS ADOPTED APRIL 2, 2025

Signatory Members & Date: April 2, 2025



Dr. Dorothy Crisostomo (May 27, 2025 08:19 EDT)

Dr. Dorothy D. Crisostomo, DNP, FNP-C,
PMHNP-BC

Chairwoman | Past President |

Founding Member | Programs | IT Director



Midelyn Louis (May 19, 2025 09:01 EDT)

Mme. Midelyn Louis, RN, NP

President | Education | Social Services Director



Karen Paul (Apr 13, 2025 17:16 EDT)

Mme. Karen Paul, BSN, RN

Secretary | Legislative Affairs |

Media -Marketing Director



Nahomie Mirville (Apr 13, 2025 18:40 EDT)

Dr. Nahomie Mirville, DNP, MSN Ed, APRN,
FNP-BC, PMHNP

Compliance Officer | Historian Director

Marie-Suzette Pierre RN,BSN,CMSRN

Marie-Suzette Pierre RN,BSN,CMSRN (Apr 13, 2025 17:24 EDT)

Mme. Suzie Pierre, BSN, CMSRN

President-Elect | Membership |

Youth Development Director

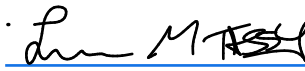


Yvanne Jean Obei (May 4, 2025 19:23 EDT)

Dr. Yvanne Jean Obei, DNP, ARNP, FNP-BC

Treasurer | Fundraising |

Accounting Director



Lise M Tassy (Apr 13, 2025 22:17 EDT)

Mme. Lise Tassy, BSN, RN CLNC, CCDS

Board Liaison | Public Relations |

International Affairs Director