

G. INSNA BOARD AND EXECUTIVE COMMITTEE: QUALIFICATIONS AND ROLES

Introduction

This section of the Policies and Procedures Manual specifies the qualifications for being elected or appointed to the INSNA Board of Directors, including Officers. The specific roles and expectations for Board Members and Officers are also defined.

Useful definitions

Officers = President, Vice President, Treasurer

Board Delegates = Board members who are not Officers

i. Functions. The Board of Directors (Board) is the governing body of the Association. The Board directs the affairs of the Association, its committees and publications; determines its policies; and supervises the disbursement of funds.

ii. Composition of the Board. The Board is composed of the following Members with voting rights: President, Immediate Past-President, Vice-President, Treasurer, and no more than 10 elected Board Delegates. A Board Member may not concurrently hold more than one position on the Board.

Special Interest Chairs (e.g., Technology, Communications & Publications, Education & Training) may also be appointed to the Board. Special Interest Chairs serve as advisors to the Board, but do not have voting rights on the Board.

iii. Qualifications for office. Any INSNA Member whose membership is current, and is in good standing for at least 3 years, is eligible for nomination and election to any elective office.

In addition, it is expected that a nominee has demonstrated commitment to the goals and activities of INSNA, for example: through past service on INSNA committees (e.g., awards committees, policies and procedures committee, communications committee), in editorial roles on INSNA-affiliated publications, or in conference organization.

Qualifications for President, Vice-President, and Treasurer include current or previous experience serving on the INSNA Board as a Board Delegate.

iv. Selection process. The President and Board Delegates are elected by a vote from the Members. Nominations and Elections Procedures for the President and Board Delegates are detailed in [Section F](#).

The Vice-President, Treasurer, and Special Interest Chairs are nominated by the President, and approved by a majority vote from the Board.

v. Duties of Board Members (Delegates and Officers).

- (a) Board Members. Board Members (i.e., Delegates and Officers) are expected to attend all INSNA Board meetings. Board Members may participate in a Board meeting in person, via telephone or similar communications technology allowing all persons participating in the meeting to communicate with each other. In addition, Board Members are expected to serve on committees and advise on affairs of the Association.
- (b) President. The President is the spokesperson for INSNA. The President has general charge and supervision of the affairs of INSNA. The President presides at all meetings of the Executive Committee, Board of Directors, annual business meeting, and any other official meeting.
- (c) Vice President. The Vice-President may be delegated by the President to perform duties in the event of the President's temporary disability. The Vice President works as closely as possible with the President on all executive matters.
- (d) Treasurer. The Treasurer is the principal elected financial officer; the Treasurer provides oversight for the financial affairs of INSNA and serves as Chair of the Finance Committee. This responsibility includes the preparation, interpretation and dissemination of periodic financial reports to the Board.
- (e) Immediate Past-President. The Immediate Past-President presides at meetings in the absence of both the President and the Vice-President.

Executive Committee. The Executive Committee consists of the following members of the Board of Directors: President, Vice President, and Treasurer. The Executive Committee may act in place of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by the Bylaws. Actions of the Executive Committee are reported to the Board. The President calls meetings of the Executive Committee as required.

vi. Term Limits.

- a) Board Delegates. Terms for Board Delegates are limited to two consecutive 3-year terms (6 consecutive years total).
- b) Officers, including President, Vice President, Treasurer, and Immediate Past-President. Terms for Officers are limited to two consecutive 3-year terms (6 consecutive years total) in a specific Officer role.

Term limits for Board Delegates and each specific Officer role are distinct. That is, a Board Delegate can move into an Officer role immediately after serving on the Board for 6 consecutive years, and vice versa. An Officer can move into a new Officer role after serving in that role for 6 consecutive years (e.g., a Vice President could move into a President role after having served as Vice President for 6 years).

INSNA members who have previously served full term limits on the Board of Directors or as an Officer are eligible to serve again in these capacities after a 3 year absence from the Board.

vii. Board Member Expectations. Board Members are expected to perform the duties of their role consistently throughout their term. Repeated failure to fulfill these duties, such as, attending Board meetings, serving on committees, and advising on affairs of the Association, may be grounds for a vote for removal from their role.

If a motion is raised by any Board Member to remove someone from their role based on these grounds, the issue will be reviewed by: (i) the Executive Committee, if the person is a Board Delegate, or (ii) the Board Delegates, if the person is an Officer on the Board.

The group of Board Members reviewing the issue will then present the person with written notice of the Board's intention to remove them, which presents evidence of the Member's failure to fulfill the duties of the role. The Member being considered for removal will be given four (4) weeks to provide a written response to the Board. At that time, a meeting will be convened offering opportunity for the Board to ask questions based on the Member's response, after which the other members of the Board will vote on whether or not the individual will be removed from office. The decision to remove a Board member from office will be based on a majority vote of the Board.

viii. Compensation. No member of the Board of Directors may receive a fee for any services rendered to the Association, except for situations expressly approved by the Board of Directors.

ix. Vacancies. Vacancies on the Board shall be filled in accordance with **Section F** of the INSNA Policies and Procedures Manual.