

---

# **TRANSCULTURAL NURSING SOCIETY, INC.**



# **BY-LAWS**

# Table of Contents

<b>INTRODUCTION</b>		<b>Page 3</b>
<b>ARTICLE I.</b>	<b>PURPOSE</b>	<b>Page 4</b>
<b>ARTICLE II.</b>	<b>NAME AND OFFICES</b>	<b>Page 4</b>
<b>ARTICLE III.</b>	<b>MEMBERS</b>	<b>Page 5</b>
<b>ARTICLE IV.</b>	<b>MEETINGS OF MEMBERS</b>	<b>Page 5 &amp; 6</b>
<b>ARTICLE V.</b>	<b>BOARD OF TRUSTEES</b>	<b>Pages 7 &amp; 8</b>
<b>ARTICLE VI.</b>	<b>OFFICERS</b>	<b>Pages 9 &amp; 10</b>
<b>ARTICLE VII.</b>	<b>ELECTIVE AND TERMS OF OFFICERS</b>	<b>Pages 10 &amp; 11</b>
<b>ARTICLE VIII.</b>	<b>ADVISORY COMMITTEE</b>	<b>Page 12</b>
<b>ARTICLE IX.</b>	<b>FISCAL YEAR</b>	<b>Page 12</b>
<b>ARTICLE X.</b>	<b>PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS</b>	<b>Page 12</b>
<b>ARTICLE XI.</b>	<b>INVESTMENTS</b>	<b>Page 12</b>
<b>ARTICLE XII.</b>	<b>FOUNDATION COMMITTEE</b>	<b>Page 13</b>
<b>ARTICLE XIII.</b>	<b>TRANSCULTURAL NURSING SCHOLARS</b>	<b>Page 14</b>
<b>ARTICLE XIV.</b>	<b>TRANSCULTURAL NURSING CERTIFICATION COMMISSION (TCNCC)</b>	<b>Page 15</b>
<b>ARTICLE XV.</b>	<b>CONFLICTS OF INTEREST AND CONFLICTS OF COMMITMENT</b>	<b>Page 15 &amp; 16</b>
<b>ARTICLE XVI.</b>	<b>AMENDMENTS</b>	<b>Page 16</b>
<b>ARTICLE XVII.</b>	<b>EXEMPT ACTIVITIES</b>	<b>Page 16</b>
<b>ARTICLE XVIII.</b>	<b>JOURNAL OF TRANSCULTURAL NURSING</b>	<b>Page 16</b>

## INTRODUCTION

The mission of transcultural nursing is to provide culturally congruent/competent care to people worldwide by expanding the body of knowledge of transcultural nursing to under gird research, education, administration, and practice. Leininger defined transcultural nursing as: “a formal area of study and practice focused on comparative human-care (caring differences and similarities of the beliefs, values and patterned life ways of cultures in order to provide culturally congruent, meaningful and beneficial health care to people.)” In addition to this broad definition, other resources can also provide the stimulus for the development of various transcultural nursing and health care approaches, models, frameworks and theories. Leininger’s Culture Care Diversity and Universality is the first theory of nursing to focus upon transcultural nursing. Advancement of transcultural nursing and health care is linked to beliefs, values and practices about leadership. Creative leadership is the capacity to provide ways to advance transcultural nursing through imaginative and pragmatic opportunities that are directed toward transformation of clinical and community contexts so that health, well-being and illness care in all cultures can be realized.

1. Adapted from Leininger, M. and McFarland, M. *Transcultural Nursing, Concepts, Theories, Research and Practice*. 3<sup>rd</sup>.ed. New York: McGraw-Hill, 2002, pp 5, 6.

These By-laws have been established through the cumulative work of members of the Board of Trustees of the Transcultural Nursing Society (the “Society”). The By-laws promulgate the purposes, general practices, and policies of the TCNS that serve as a framework for all members. The By-laws outline the Society’s mission, ways to promote and advance its goals and purposes, and enable members to become active, informed participants in achieving the purposes of the Society.

Transcultural Nursing Society, Inc. is subsequently referred to as the "Corporation and Society."

Last Review: 2025

## **ARTICLE I. PURPOSE**

### **Section 1. Purposes**

The purpose of the Transcultural Nursing Society, International is to ensure that the cultural care needs of people around the world will be met by nurses prepared in transcultural nursing and health care.

**Goals:** Develop a flexible and responsive organizational structure to meet the changing and ongoing global needs and human conditions related to transcultural nursing and health care.

1. Promote the educational preparation of all nurses in transcultural nursing.
2. Facilitate the development of cultural competence in health care practitioners.
3. Facilitate the development, use, and dissemination of transcultural nursing research.
4. Support use of transcultural nursing knowledge and competencies in diverse practice settings in order to provide culturally competent care.

## **ARTICLE II. NAME AND OFFICES**

### **Section 1. Corporation Name**

The name of this corporation is The Transcultural Nursing Society.

### **Section 2. Corporate Offices**

The Corporation is incorporated in the state of Utah and maintains business licenses in the state of Utah and the state of Michigan. The Global Business Office is in the state of Michigan, located at 39111 6 Mile Rd. 503-134, Suite 134, Livonia, MI 48152. The Corporation may also have offices at such other locations as the Board of Trustees may from time to time appoint, or as the purposes of the Corporation may require.

### **Section 3. Chapter**

A Chapter is a formally recognized unit approved by the Board of Trustees. Chapter members are members of the Society who usually share common geographic areas and adhere to the rules and by-laws of the Society. Chapters may call meetings at any time and conduct conferences related to the purposes of the Corporation.

A Cooperative Alliance is an organization that collaborates with the Society for the purposes of educational exchanges, joint conferences, mutual support, and promotion of joint membership of its members.

A Regional Liaison is an individual who serves as a contact for the purposes of promoting membership and interest in the Society. Regional liaisons serve geographical areas that do not have a designated Chapter.

## **ARTICLE III. MEMBERS**

### **Section 1. Membership**

The Corporation shall have one type of membership.

- A. Members are persons interested in or engaged in furthering the goals of the Corporation and are eligible for membership.
- B. Students, individuals aged 65 years or older, and individuals with economic hardship are eligible for reduced fees as determined by the Board of Trustees.
- C. Chapter Members must be members of the Corporation.

### **Section 2. Dues**

All members of the Corporation, including the Trustees, shall pay annual dues as determined by the Board of Trustees. The Board of Trustees shall set the amount for membership dues in USD by majority vote.

## **ARTICLE IV. MEETINGS**

### **Section 1. Annual Meeting of Society Members**

An annual conference of the Corporation serves two main purposes: (a) to convene a conference to advance the purposes of the Society, and (b) to conduct the affairs of the Society. The conferences are held at a place and time designated by the Board of Trustees.

### **Section 2. Special Meetings of the Society Members**

Special meetings shall be called at any time by the President or Vice-President (a) at the request of two or more Board members, (b) or at the written request by 50 members.

### **Section 3. Meetings of Members of the Society**

Notice of the time, place and purpose(s) of annual meetings as well as annual conferences shall be served personally by the best available technology upon each member not less than 30 days before such an event. If mailed, such notice shall be directed to each member at his/her address as it appears on the books or records of the Corporation, unless he/she shall have filed with the Central Office of the Corporation a written request that notices intended for him/her shall be mailed to some other address, in which case it shall be mailed to the address designated in such a request.

#### **Section 4. Regional Meetings and Programs of Chapter Members**

Regional meetings and programs sponsored by a chapter shall not be scheduled within 30 days of the Annual Conference.

#### **Section 5. Voting of Members of the Society**

Each member in good standing is entitled to one vote on each matter submitted for a vote by the members at the annual membership meeting or by email. A member shall be considered in favorable standing if the requisite dues owed by that member have been paid in full, and such dues are paid prior to the date upon which a vote of the membership shall be taken. A simple majority of the votes returned shall determine the outcome of the vote. Voting by the general membership on an issue of concern to the general membership may be conducted by mail-in ballot or by email if determined necessary by the Board of Trustees.

#### **Section 6. Quorum for Meetings of Members of the Society**

At any meeting of the membership of the Corporation with the presence of 25 members in person or by electronic means shall be necessary to constitute a quorum for all purposes except as otherwise provided in the by-law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws.

#### **Section 7. Waiver of Notice for Meeting of the Society Membership**

Attendance of a member at a meeting, in person, shall constitute a waiver of notice and of all objections to the place, time or manner of call or convention of the meeting; except when a member attends solely for the purpose of stating any such objection at the beginning of the meeting and thereafter does not participate in the business conducted at the meeting. A member attending the annual meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice unless the member objects to considering the matter when it is presented. A member may waive any notice required before or after the date and time stated in the notice, the waiver must be in writing, be signed by the member, and be delivered to the Corporation for inclusion in the minutes to which the waiver pertains and shall be filed with said minutes in the corporate records.

#### **Section 8. Compensation and Expenses**

Members shall not receive any salary for their services. However, the Board of Trustees shall have power in its discretion to contract and to pay members rendering unusual or special services to the Corporation. The Board of Trustees shall have the power to hire, at fair compensation, employees of the corporation to perform duties as assigned by the Board of Trustees and outlined in the by-laws of the corporation.

## **ARTICLE V. BOARD OF TRUSTEES**

### **Section 1. Composition of the Board of Trustees**

The Board of Trustees shall be composed of the following: the President, the Immediate Past President or President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and a Member-at-Large, all of whom shall be elected in the manner provided in Article VII. All trustees must be members of the Corporation.

### **Section 2. Number of Board Members**

The Board of Trustees, the number of Trustees shall be seven (7) including a President-Elect or the immediate Past President, each in alternate years. Such numbers may be increased or decreased by amendment to these Bylaws, in the manner set forth in Article XVI hereof. When the number of Trustees is decreased by amendment adopted by the Board of Trustees, each Trustee in office shall serve until his/her term expires or until his/her resignation or removal as herein provided.

### **Section 3. Resignation**

A trustee or officer of the Corporation or the Foundation (see Article XII) may resign at any time by giving written notice to the Board of Trustees.

### **Section 4. Vacancies**

Any vacancy in the Board of the Corporation or the Foundation (Article XII) occurring during the year, including a vacancy created by an increase in the number of Trustees made by the Board of Trustees, may be filled upon recommendation of the President for the unexpired portion of the term by the Trustees then serving, although less than a quorum, by affirmative vote of the majority thereof. Any trustee or officer of the Corporation so elected by the Board of Trustees shall hold office for the remainder of the term.

### **Section 5. Annual Conferences**

At the Annual Conference, the Board of Trustees will meet to conduct the business of the Corporation. Members of the Board of Trustees are expected to attend the Annual Conference. Any member of the Board of Trustees who is unable to attend shall notify the President at least 4 weeks prior to the Annual Conference.

### **Section 6. Special Meetings of the Board of Trustees**

Special meetings of the Board of Trustees may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board.

Any member can submit in writing a request to include specific issues for the Board agenda. The President of the Board of Trustees or the Organization will respond to the member regarding the Board's action on the request.

### **Section 7. Notice of Meetings**

Notice of all Board of Trustees meetings, except as herein otherwise provided, shall be given at least ten days before the meeting. Regular meetings of the Board of Trustees may be held without notice at such a time and place as shall be determined by the Board. At any meeting at which every Trustee shall be present or is contacted even though without any notice or waiver thereof, any business may be transacted. The Executive Director of Operations is required to attend Board of Trustee meetings and may be excused at the discretion of the Board President.

### **Section 8. Quorum**

At any meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees except as may be otherwise specified.

### **Section 10. Powers**

All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Utah and the State of Michigan, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board of Trustees may, by general resolution, delegate and appoint committees, staff, personnel, and other members of the Corporation or the Foundation (Article XII), such powers as they may see fit.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers**

The Officers of the Corporation shall consist of the President, the President-Elect or Immediate Past President (each in alternate years), First Vice-President, Second Vice-President, Secretary, Treasurer, and a Member-at-Large, all of whom shall be elected in the manner provided in Article VII. All trustees must be members of the Corporation.

### **Section 2. President**

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Trustees and members, and shall, in general, supervise and conduct all the business and affairs of the Corporation. The President oversees the Strategic Planning.



### **Section 3. President-Elect**

The President-Elect shall serve for one year to assist the President in conducting the business and affairs of the Corporation. The President-Elect oversees the Research Award and Leininger Transcultural Scholarship Award Committees and serves as alternate to the Immediate Past President as the Board liaison to the Foundation (Article XII).

### **Section 4. Immediate Past President**

The Immediate Past President shall serve for one year to assist the President in conducting the business and affairs of the Corporation. The Immediate Past President oversees the Research Award and Leininger Award Committees in the absence of the President Elect, and serves as the Board liaison to the Foundation alternate with the President-Elect.

### **Section 5. First Vice-President**

In the absence of the President, the duties of the President shall be performed by the First Vice-President. The First Vice-President oversees the Program and Annual Conference Committees.

### **Section 6. Second Vice-President**

In the absence of the President and the First-Vice President, the duties of the President shall be performed by the Second Vice-President. The Second Vice-President oversees projects and grant reviews which reflect the society's mission and values.

### **Section 7. Secretary**

The Secretary shall record the minutes of the Board of Trustees and General Membership meetings. The Secretary and the Central Office give notice and distribute minutes to the Board of Trustees within 2 weeks of the meeting. The Secretary ensures publications through the central office and about the Corporation in the Journal of Transcultural Nursing and the Newsletter.

### **Section 8. Treasurer**

The Treasurer oversees the Corporation's treasury and works with the central business office on financial management of the Society. The Treasurer is responsible for oversight of the following functions of the business office/Executive Director of Operations:

1. Central Business Office bookkeeping of all deposits, receipts, and disbursements; depositing all monies received by the Corporation in the corporate name of the Society, with such depositories as shall be designed from time to time by the Board of Trustees.
2. Ensures that all Accounts Payable are in good standing and paid in a timely fashion.

3. Make available all financial records for inspection by the members of the Board of Trustees.
4. Gives quarterly and annual financial reports of the Corporation, including the Foundation (Article XII) and TCN Scholars (Article XVIII) Divisions to the Board of Trustees and at the Annual Meeting.
5. Oversees the general finances of the Corporation including investments and other financial resources.
6. Prepares, in coordination with the Finance Committee, the annual budget, assuring that all sub-units submit a budget in a timely manner, to be presented for approval by the Board in October/November of the fiscal year.
7. Ensures that tax information is correct and filed annually in a timely manner.
8. Arrange for an audit of the finances of the Corporation and the Foundation (Article XII) if required by federal standards and regulations.

#### **Section 9. Member-at-Large**

A Member-at-Large shall coordinate Chapters and regional liaisons to promote good working relationships, and membership. Duties include assisting with chapter formation, calling an annual meeting of Chapter Representatives and Regional Liaisons, and represent Chapters' activities to the Board of Trustees. The Member-at-Large oversees the Membership Committee and the By-Laws Committee as needed.

### **ARTICLE VII. ELECTIVE AND TERMS OF OFFICERS**

The Officers of the Corporation, and hence the Trustees, shall be elected by ballot, by the members, from those individuals nominated by the Nominations Committee, and shall be announced at the Annual Membership Meeting.

#### **Section 1. Officers**

- A. The President serves for two years as President, and one year as Immediate Past President.
- B. The President-Elect shall be elected every two years on even numbered years, serve one year as President-Elect and assume the office of the President the following year for a two-year term.
- C. The First Vice-President shall be elected in odd numbered years and serve a two-year term.
- D. The Second Vice-President shall be elected every three years and serve a three-year term.

- E. The Immediate-Past President shall serve one year after completion of his/her term as President.
- F. Secretary shall be elected in odd-numbered years and serve a two-year term.
- G. The Treasurer shall be elected every three years and serve a three-year term.
- H. The Member-at-Large shall be elected in even-numbered years and shall serve a two-year term.
- I. All other Committee Chairs are appointed by the Board of Trustees for a specified term of office.

## **Section 2. Term Length**

No officer of the Corporation shall serve in any one office for more than two consecutive terms.

## **Section 3. Nominations Committee**

Election of a Nominations Committee consisting of three or more members, shall take place by ballot by members. Two members will be elected in odd-numbered years and serve a two-year term. The elected member with the most votes will become Chair of the Committee for the next period of elections (in the second year). One member will be elected in even-numbered years and serve a two-year term and will become the Chair of the Committee the following year. Only members in good standing as herein described shall be on the Nominations Committee. Prior consent of the nominee will be obtained before nominations are made for the committee.

Candidates nominated to run for office are expected to have been actively involved in the Corporation for at least three years, to have educational and experiential background in transcultural nursing, and to be committed to the purposes of the Corporation. In addition, the President, President-Elect, and First and Second Vice-President are expected to be recognized leaders in the field of transcultural nursing. Candidates may not serve on two Boards within the society at the same time. The Nominations Committee will present the slate to the Board so they may confirm that all eligibility criteria have been met.

## **Section 4. Assumption of Duties**

All elected officers and committee chairs shall assume responsibilities of office on January 1 following the year they were elected.

## **ARTICLE VIII. ADVISORY COMMITTEE**

### **Section 1. Advisory Committee**

The Board of Trustees may appoint from its membership or from among such persons as the Board may see fit, one or more advisory committees, councils, local chapters or other designed groups to perform such duties as the Board may designate, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Trustees.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Corporation shall commence on January 1 each year and end on December 31.

## **ARTICLE X. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, trustee, officer, committee member, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person or employee of such reasonable compensation for services rendered to or for the Corporation in affecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusive to charitable, religious, scientific, testing for public safety, literacy, or educational organizations which would then qualify under provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

No member shall receive any part of the assets of the Corporation upon termination of his/her membership.

## **ARTICLE XI. INVESTMENTS**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may thereafter be, permitted by law to make or any similar restriction, provided however, that no action shall be taken by, or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII. FOUNDATION COMMITTEE**

### **Section 1. Purpose**

The Corporation shall establish a separate division within the Corporation to be known as the "Transcultural Nursing Society Foundation" (the "Foundation") which shall be devoted to raise funds for the projects of the Corporation as directed by the Board of Trustees and through the Central Office of the corporation. These projects shall include, but not limited to, capital campaign, research and scholarship grants, educational programs, philanthropic grants, and other projects that further the goals and mission of the corporation.

### **Section 2. Limitations on Corporate Activities**

The Foundation shall engage exclusively in such educational, literary, or charitable activities as one required of the Corporation to retain its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

The Foundation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

### **Section 3. Organization**

The Foundation is not a separate entity, but a division within the Corporation. As such, the Corporation has absolute control over the Foundation.

### **Section 4. Foundation Board of Directors**

- A. The Board of Trustees of the Corporation shall appoint individuals, at their sole discretion one to four members, to serve as the Foundation division members for a specific term of office. Members of the Foundation are selected from the Transcultural Nursing Society membership. One member of the Board of Trustees of the Transcultural Nursing Society shall be designated as an ex-officio member of the Foundation's division members.
- B. The Foundation oversees all directive from the Board of Trustees to meet the established mission and goals.

### **Section 5. Executive Director of Operations**

An Executive Director/Executive Director of Operations will oversee the activities of the Foundation. The Director(s) shall be appointed by the Board of Trustees of the Corporation. He/she will oversee and administer the daily operations of the Foundation and is responsible to the Board of Trustees of the Corporation.

## **ARTICLE XIII. TRANSCULTURAL NURSING SCHOLARS**

### **Section 1. Purpose**

The Corporation shall establish and induct accomplished nurses and healthcare providers who contribute to Transcultural Nursing worldwide as leaders, mentors, consultants, educators, administrators, researchers, and clinical experts who will be known as Transcultural Nursing Scholars ("Scholars"). These Scholars will constitute a Division of the Corporation and pursue the mission and objectives of the Transcultural Nursing Scholars.

### **Section 2. Organization**

- A. The Transcultural Nursing Scholars is not a separate entity, but a Division within the Corporation. The Board of Directors for the Division will consist of a Director and Secretary-Treasurer ("The Officers").
- B. A Nominating Committee (consisting of three Scholars), and a Scholars Selection Committee (consisting of five Scholars) will fulfill the remainder of elected Scholars for the Division.
- C. The Director will be elected to a four-year term, the Secretary-Treasurer will be elected to a two-year term, two Nominating Committee members, and three Scholars Selection Committee members will be elected to a three-year term, one Nominating Committee member and two Scholars Selection Committee members will be elected to a two-year term. All to be elected by the body of Scholars.
- D. The Officers of the Scholars Division of the Corporation are in charge of conducting the necessary operations to meet the established Mission and Objectives of the Division. The Officers shall submit a financial report annually and prepare a report of the activities and business of the Division to the President and the Board of Trustees at the Corporate Board meeting each year.
- E. The Chairs of the Nominations Committee and the Scholars Selection Committee will be identified as those receiving the highest vote from among their fellow candidates. The Chair of the Nominations Committee shall be responsible to submit a slate of eligible candidates to the Officers for their acceptance, prior to preparing the Ballot as required on the given years. The Chair of the Scholars Selection Committee shall be responsible to submit the names of the proposed Inductees to the Officers for their endorsement each year prior to the notification of the Inductees. Those invited to become Scholars are required to be in attendance at that year's annual Transcultural Nursing Society Conference for induction.
- F. A meeting for Transcultural Nursing Scholars will be held annually at the Transcultural Nursing Society's Conference at which time those who are selected and present will be inducted as Transcultural Nursing Scholars.

### **Section 3. Membership**

Each Transcultural Nursing Scholar shall be inducted following a process of selection by the Scholars Selection Committee. Each candidate must be sponsored by two Scholars in good standing. The candidate must satisfactorily meet the criteria developed by the Division for induction. Following selection by the committee, endorsement is required by the Officers of the Scholars Division. Each year, names of approved inductees shall be submitted to the President, and the Board of Trustees of the Transcultural Nursing Society.

## **ARTICLE XIV. TRANSCULTURAL NURSING CERTIFICATION COMMISSION (TCNCC)**

### **Section I. Transcultural Nursing Certification**

The Board of Trustees shall establish a Transcultural Nursing Certification Commission (TCNCC) to develop systems and processes for certification in Transcultural Nursing.

## **ARTICLE XV. CONFLICTS OF INTEREST AND CONFLICTS OF COMMITMENT**

### **Section 1. Policy**

The Corporation is committed to basic values of transparency, integrity of scholarship, and independence as it pursues its mission to create, preserve, and disseminate knowledge through teaching, research, and public service. Accordingly, the Corporation encourages the Board of Trustee members, committee members, and general membership to engage in outside activities and relationships that enhance the mission of the Society. All members are to hold themselves to the highest standards of research, educational, professional, and fiscal conduct.

Given that the Corporation allows and encourages outside activities and relationships that enhance its mission, potential conflicts of interest and commitment are inevitable. Outside activities should not, however, interfere with an individual's obligations to the Corporation. Board of Trustee members and committee members must not use their official Society positions or influence to further gain or advancement for themselves, parents, siblings, spouse or partner, children, dependent relatives, or other personal associates, at the expense of the Society. All actual and potential conflicts of interest or commitment must be disclosed to the Board of Trustees; evaluated; and, if found to be significant, eliminated or managed as determined by vote of the Board of Trustees. This policy is consistent with and is in addition to relevant federal and state law and Corporation policies.

### **Section 2. Definitions**

- A. Conflict of Interest** - A potential conflict of interest exists whenever personal, professional, commercial, or financial interests or activities outside of the Society have the possibility (either in actuality or in appearance) of (1) compromising a Board of Trustee member or committee member's judgment; (2) biasing the direction of society activity; (3) influencing uses of Society resources; or (4) resulting in a personal or family

member's gain or advancement at the expense of the Society. For purposes of subsection (4), family members include spouse, domestic partners and dependents.

- B. Conflict of Commitment** - A potential conflict of commitment exists when a Board of Trustee or committee member's external relationships or activities have the possibility (either in actuality or in appearance) of interfering or competing with the Society's educational, or service missions, or with that individual's ability or willingness to perform the full range of responsibilities associated with his or her position.

## **ARTICLE XVI. AMENDMENTS**

The Central Office Operations and/or By-Laws Committee shall review the By-Laws annually for agreement with all required Exempt Activities and Mission, and recommend changes, if needed. The required changes will be made to the By-Laws and sent to the Board of Trustees for approval. The Operations of the Transcultural Nursing Society and all policies and procedures shall be maintained through the Central Operations Handbook maintained by the Central Office. Ratification of proposed amendments to the By-Laws requires a majority vote of the membership based on mailed-in/electronic returns by members after written notification 30 days prior to voting.

All members will be informed of ratified amendments by the By-Laws Committee/Central Office.

## **ARTICLE XVII. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no member, trustee, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and the Regulations issued there under as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and the Regulations issued there under as they now exist or as they may hereafter be amended.

## **ARTICLE XVIII. JOURNAL OF TRANSCULTURAL NURSING**

The Journal of Transcultural Nursing is the official publication of the Transcultural Nursing Society. It is sponsored by the Corporation. It is presently owned by Sage Publications.

### **Section 1. Editor**

The Board of Trustees, by a majority vote, and in collaboration with Sage Publications, shall appoint an editor of the Journal of Transcultural Nursing for a fixed, renewable term after consultation with a Search Committee.

- ❖ **All Operations of the Transcultural Nursing Society come under the powers of the Board of Trustees and the Implementation of Board Directives shall be handled by the Executive Director of Operations through the TCNS Central Office where all official records are on file. The Executive Director of Operations shall maintain the function of the Society which have been approved by the Board of Trustees and ensure that a yearly update and review is completed.**