

Bylaws of Central New York Society of Gastroenterology Nurses and Associates
Effective January 1, 2009—December 31, 2009

Article I: Name

- 1.01 Name: The name of the organization shall be the Central New York Society of Gastroenterology Nurses and Associates, thereafter referred to as the Society. The regional society is a chartered regional society of the SGNA and is subject to its bylaws and policies.

Article II: Purpose and Goals

- 2.01 Purpose: The purpose of the Society is to unite personnel engaged in the field of gastroenterology and/or endoscopy nursing in order to promote the highest professional standards in delivering optimal patient care.
- 2.02 Goals:
- a. To encourage and develop educational programs in the region.
 - b. To promote high standards of care for patients.
 - c. To cooperate with other professional associations, hospitals, service organizations and others interested in the Society
 - d. To encourage study, discussion, and exchange of information related to practice and experience.
 - e. To advance the technology, science and arts of practitioners
- 2.03 The Society is organized exclusively for educational, charitable, scientific and literal purposes within the meaning of Section 501 (C) of the Internal Revenue Service.

Article III: Membership

- 3.01 Membership in the Regional Society shall be opened to all qualified individuals who are members of SGNA.

Article IV: Dues

- 4.01 Fiscal year will be January 1—December 31.
- 4.02 Amount: The Board of Directors shall determine the amount of annual dues payable to the SGNA. The Board of Directors will review determination of dues rate every two years, on the odd year.
- 4.03 Payment: Dues shall be paid in advance of the first day of January in each year; and shall become delinquent if not received by March 1.
- 4.04 Notice: The SGNA will send a dues notice payable by January 1 to the entire membership.

- 4.05 The SGNA will collect the regional dues with the national dues, keep an update roster, and send both to the regional organization periodically.

Article V: Officers

- 5.01 The elective officers of the Society shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President. Only active (and life, if provided for) members are eligible to be elected officer of the Society.

5.02 President, Duties

- a. Shall represent the Society and the Board of Directors.
- b. Shall preside at all meetings of the Society and of the Board of Directors.
- c. Shall be the Society's representative to the SGNA House of Delegates. If unable to attend, the president-elect will move up to this position and the President will appoint another alternate.
- d. Shall be responsible for the appointment of special committee chairs, with approval of the Board of Directors.
- e. Shall serve as an ex-officio member, without vote, on all committees.
- f. Shall terminate committee appointments subject to approval by the Board of Directors.
- g. Directors.
- h. Shall represent the Society to the national SGNA, shall act as a regional liaison to the national SGNA.
- i. Shall communicate to the national SGNA committee on Nominations and Elections, the names of any Society members to be considered for office.
- j. Shall keep in constant communication with the President-Elect, and Board of Directors, all business pertaining to the Society.
- k. Directors, all business pertaining to the Society.
- l. Upon the end of the term in office will turn over all records and the CNYSGNA Charter to the incoming president.
- m. Shall be responsible for the publication of the newsletter or will appoint an editor with approval of the Board of Directors.
- n. Shall prepare and submit annual charter documentation as required by SGNA.
- o. Shall maintain a membership roster

5.03 President-Elect, Duties

- a. Shall automatically accede to the Presidency when the President's term ends.
- b. Shall become acting President and assume the duties of the office in the event of the President's absence, disability, or resignation.
- c. Shall be the Society's alternate representative to the SGNA House of Delegates. If unable to attend, the President will appoint a substitute.
- d. Shall be an ex-officio member without vote on standing committees.
- e. Shall perform the duties as delegated by the President or Board of Directors.

5.04 Secretary, Duties

- a. Shall record minutes of all meetings of the Society and Board of Directors.

- b. Shall distribute to the Board of Directors, minutes of all meetings within one month.
 - c. Shall be responsible for reading of the minutes to the membership at the business meetings.
 - d. Shall preserve all correspondence, reports, records, bylaws, and archive a permanent file.
 - e. Shall be responsible for maintaining the Society's photo album.
 - f. Shall be responsible for the Society's stationery supply and printing orders.
- 5.05 Treasurer, Duties
- a. Shall assist in the direction of all financial affairs of the society
 - b. Shall be bonded and responsible for the funds of the society.
 - c. Shall keep an accurate ledger of all receipts and disbursements.
 - d. Shall maintain a membership roster.
 - e. Shall sign all checks of the Society.
 - f. Shall present financial reports to the Board of Directors as required
 - g. Shall cooperate with the annual audit.
 - h. Shall be a member of the Budget and Finance Committee.
- 5.06 Immediate Past-President
- 5.061 The Regional President or acting President shall have the status of Immediate Past President from the time s/he leaves office as President or acting President, until the next election of officers. Thereafter s/he shall have the status of Past President.
- 5.062 Duties: The Immediate Past President shall serve as Parliamentarian while in office, and as chair of the Nominations and Elections Committee.
- 5.07 Terms:
- 5.071 President and President Elect: Shall serve for one year. The President Elect shall automatically accede to the Presidency. The President Elect shall be elected annually. No person can serve consecutive terms as President and President-Elect.
- 5.072 Secretary and Treasurer: Shall serve for a term of two years. Elections to fill the office of secretary shall be held on odd numbered years. Elections to fill the office of treasurer shall be held on even numbered years. There shall be no restriction upon the number of terms to which these officers may succeed themselves.
- 5.08 Vacancies
- 5.081 President: If the office of the President becomes vacant, the President-Elect shall then become acting President until the end of the term and shall, at that time, become President for the ensuing term.

- 5.082 President-Elect. If the office of President-Elect becomes vacant, the vacancy shall be filled by the affirmative vote of two-thirds of the members of the Board in office, from a currently seated Director at Large or voting member of the society who meets the qualifications of President-Elect, to serve as acting President- Elect until the end of the term.
- 5.083 President and President Elect: If the office of President becomes vacant, while there is a vacancy in the office of President-Elect, the Board of Directors shall elect by the affirmative vote of two-thirds of the members of the Board in office, an acting President who shall serve only until the end of the term of the President. Then, at the next regularly scheduled election, a President and President-Elect shall be elected.
- 5.084 Secretary and Treasurer: If the office of the Secretary or Treasurer becomes vacant, the Board of Directors shall elect by the affirmative vote of two-thirds of the members of the Board of Directors, an acting Secretary or Treasurer from among the voting members of the Society.
- 5.085 Directors at Large: If the office of director at large becomes vacant, the vacancy shall be taken over by a member of the standing committee of which the director at large was chairman. If there is no other committee member, the vacancy shall be filled by the affirmative vote of two-thirds of the members of the Board in office, from among the voting members of the society.
- 5.09 Incompatibility: Any eligible member may serve both as Secretary and Treasurer. No person may hold any other combination of two offices. Any officer may be chair or a member of any committee.
- 5.10 Removal: Officers elected by the membership may be removed from office by two-thirds mote of the members present at a membership meeting at which a quorum is present, or by mail ballot as provided under article X if, in the judgment of the members, the interests of the Society will best be served. Officers or Directors at Large may be removed by majority vote of the Board, if, in their judgment, the interests of the Society will best be served.

Article VI: Board of Directors

- 6.01 The Board of Directors shall include all elected officers and Directors at Large. The purpose of the Board of Directors is to direct the business and financial affairs of the Society, establish administrative policy, review committee reports and determine action to be taken, and perform other duties as may be prescribed in these bylaws. The affairs of the Regional Society shall be governed and managed by the Board of Directors duly elected by the Regional Society membership. Directors must be voting members. In accordance with policies and procedures promulgated by SGNA, the Board shall have full authority to interpret and

implement all the provisions of these bylaws. All interpretations of the bylaws shall be by three-fourths (3/4th) vote of the entire Board.

- 6.02 Duties: In accordance with policies and procedures promulgated by SGNA:
 - a. Develop and abide by the bylaws and policies of the Society
 - b. Supervise and direct the business and financial affairs of the regional society
 - c. Set all fees payable to the regional society

- 6.03 Number: The regional society shall have nine directors. The directors shall be of two kinds: ex-officio and at large. Directors shall serve their respective terms of office and shall continue in office until their successors have been duly elected.

- 6.031 Ex-officio Directors: The president, president-elect, secretary, treasurer and immediate past-president shall, by virtue of their offices, serve as directors, with vote, while they continue in such offices.

- 6.032 Directors at Large: the remaining five directors shall be elected from the membership at large and shall serve, with vote, for terms of two years. As close to one half as is practical, of the directors-at-large shall be elected each year. No director at large shall serve more than two consecutive terms. This may be disregarded only in the event no member is willing to be placed into nomination. Time served, as an ex-officio director shall not be counted in determining the two consecutive terms of director-at-large.

- 6.04 The Board of Directors will meet at least twice yearly, at least once before the fall business meeting. The times and place will be determined by the board president. Special meetings of the board may be called by the President or by request of any two board members. Notice of any board meeting shall be given to each board member at least 14 days prior to the meeting.

- 6.05 Quorum: 51% of all voting members of the board shall constitute a quorum at any meeting.

- 6.06 Voting: The President shall direct the voting method at any meeting.

Article VII: Committees

- 7.0 Directors at large will serve as chairperson of the standing committees with the exception of the nomination and election committee. The standing committees and their responsibilities are
 - 7.01 Bylaws committee
 - a. Composed of a chairman and up to two members
 - b. To review the bylaws and recommend changes or additions annually
 - c. Prepare any amendments that may be brought to vote and submit to the Board of Directors prior to presentation to the membership.

7.02 Nominations and Elections Committee

- a. Composed of a chairman and up to two members
- b. Chaired by the immediate past president (ex-officio director) (if there is no immediate past president, the incoming President shall, with the approval of the Board of Directors, appoint a chair).
- c. Shall prepare a slate of candidates for office
- d. Shall notify the general membership of nominees for office and vacancies on the board of directors
- e. Shall prepare, and mail ballots to the membership
- f. Any member of the Society may submit a nominee to the nominating committee. Prior to preparing the slate of officers, the delineation of duties will be published.

7.03 Education Committee

- a. Composed of a chairman and up to three members
- b. Shall establish educational guidelines for the Society sponsored programs
- c. Shall arrange bi-annual educational seminars
- d. Shall select the site for the bi-annual educational seminars
- e. Shall assist the committee sponsoring the regional educational seminar with registration as needed
- f. Shall assure that the Society members are provided with at least ten hours of education a year to maintain the charter

7.04 Membership Committee

- a. Composed of a chairman and up to two members
- b. The chairman shall serve as the membership liaison between the Society and the national SGNA
- c. Shall keep records of members belonging to the national SGNA and the Society, in conjunction with the treasurer
- d. Shall recruit new members
- e. Shall submit to the Board of Directors and editor of the newsletter, a list of new members, upon request.
- f. Shall serve as a resource for potential new members

7.05 Budget and Finance Committee

- a. Composed of a chairman and two members (including the treasurer)
- b. Shall provide written guidelines for reimbursement of any expenses for any officer, board member or member for reasonable expenses incurred in carrying out the Society's business
- c. Shall review expenditures and receipts borne out of the educational seminars
- d. Shall arrange for company representatives to attend and request financial support for Society's educational seminars
- e. Assists in preparation of yearly budget
- f. Provide vouchers for payment of society business expenses

7.06 Special Committee: The President, subject to the approval of the Board of Directors, may appoint Special committees. At the time of filing a final report, the President will dissolve the special committee.

7.061 NOLF (Nursing Organizations Liaison Forum) liaison shall be considered a special committee, without vote. The liaison shall be responsible for attending meetings and reporting to the Board of Directors and general membership the outcome of such meetings.

Article VIII: Executive Committee

8.01 The executive committee shall consist of the President, President-Elect, Secretary, Treasurer and Immediate Past President.

8.02 Duties: The executive committee will be charged by the Board of Directors with addressing issues between the board meetings, subject to limitations imposed by board policy. The executive committee shall take no action, (a) with respect to the election of officers, or (b) with respect to filling vacancies on the Board of Directors of executive committee.

Article IX: Newsletter

9.01 The Society shall publish a newsletter, which shall include articles and information of professional interest to persons engaged in the field of gastroenterology/endoscopy nursing. This shall be published 3-4 times yearly and sent to all paid members. The president shall be the editor or may appoint, with the approval of the Board of Directors, an editor to be responsible for the newsletter publications.

Article X: Nomination and Elections:

10.01 Elections: The election of officers shall be held prior to the annual (fall) meeting to fill the following years vacancies

10.02 Eligibility: The President and President-Elect must satisfy the additional qualifications of having served as a director, secretary, or treasurer prior to nomination. This requirement may be disregarded only in the event no director or officer is willing to be placed into nomination. Voting shall be by mail ballot, and the majority of the membership shall elect

10.03 A voting packet with biographical data for each candidate and a ballot will be sent to each Society member

10.04 To be eligible to vote, each person must be an active dues paying member

- 10.05 In the case of a tie, those members present at the annual (fall) meeting shall break the tie by secret ballot
- 10.06 Ballots must be postmarked one week prior to the fall meeting to be valid
- 10.07 A tellers committee will be appointed by the President prior to the fall meeting for the purpose of counting ballots.
- 10.08 Announcement of the newly elected officers shall take place at the annual (fall) meeting
- 10.09 The terms of office will commence on January 1st following election at fall meeting

Article XI: Membership Meetings

- 11.01 Regularly scheduled meeting of the Society shall be held in the spring and fall in conjunction with the educational seminars. At the business meeting, the membership shall consider reports from the officers, directors at large and special committees, and transact such other business as may come before the meeting.
- 11.02 A quorum will be established. Decisions of the society's business that need to be determined by means of a vote of the membership may be settled by a simple majority of those active members present at any official meeting
- 11.03 Dinner educational meetings will be periodically arranged in regions within the Society convenient to the membership. These will be arranged in cooperation with the education committee

Article XII: Fiscal Procedures

- 12.01 Annual Budget: The Board shall by such procedure as it may prescribe; adopt expenditures for funds for the operation of the Regional Society. Funds to meet this budget are to be provided by the members; dues or through other means commensurate with the purpose of the Regional Society and applicable laws of NYS. The budget shall be developed and monitored by the Budget and Finance Committee.
- 12.02 Contracts: The Board of Directors may authorize any officer or agent of the Regional Society, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society.
- 12.03 The fiscal year shall be January 1 - December 31.

- 12.04 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the bonded Treasurer or President.
- 12.05 All funds of the Society will be deposited to the credit of the Society at a bank specified by the Treasurer and approved by the Board of Directors.
- 12.06 The officers may accept on behalf of the Society, any contribution, bequest or device for the express purpose for the benefit of the Society.
- 12.07 The Society shall remain a nonprofit organization
- 12.08 The Society shall keep accurate and complete books of its accounts, meetings and proceedings. There shall be an annual audit of the treasury of the Society as directed by the Board of Directors.
- 12.09 In the event of dissolution, after paying or adequately providing for the debts and obligations of the Society, the remaining assets will be distributed to the National SGNA which has established tax exemption status under section 501 (c) (3) of the Internal Revenue Service.

Article XIII: Compensation/Reimbursement

- 13.01 No officer or director shall receive any salary, fee or other remuneration for services rendered on behalf of the business of the Society. The directors may, by resolution, provide for the payment of reasonable compensation for services rendered by persons who may be voting members, directors or officers of the Society in specific capacities.
- 13.02 Reimbursement shall be provided to any officer, director or member for reasonable expenses incurred by the officer, director or member in carrying out the business of the Society including, but not limited to traveling and hotel expenses to and from attending meetings of the directors, any society committee, and society representation to the House of Delegates. This will be reviewed annually by the Budget and Finance Committee and shall be approved by the Board of Directors.
- 13.03 The Society's Budget and Finance Committee will establish written policy for reimbursement expenses of any officer, board member or member in carrying out the Society's business.

Article XIV: Parliamentary Authority

- 14.01 The rules contained in the current edition of *Robert's Rules of Order*, shall govern the Society in all cases to which they are applicable and in any matter not covered by there bylaws.

Article XV: Amendments

- 15.01 In the article, the term "amendment" means and includes any and all of the following: The adoption of a new bylaw; the change in part or whole of an existing bylaw; or the repeal of a bylaw. Any amendment brought before the membership must be reviewed by the Articles and Bylaws Committee and submitted to the Board of Directors. The Board of Directors will review and issue proposed bylaw amendments to the membership with a recommendation for each proposed amendment that such amendment (a) be adopted, (b) not be adopted, or (c) with no recommendations.
- 15.02 Fall Business Meeting - The bylaws may be amended at any Fall Business meeting but no amendment shall be voted upon and adopted unless: such amendment had been sent, in proposed form, to each voting member at least thirty (30) days prior to the fall meeting and unless such proposed amendment receives affirmative vote of two-thirds of the votes cast at the meeting.
- 15.03 Between Fall Business Meeting - In the absence of or between Fall Business Meetings, amendments to the bylaws may be submitted to the membership by mail ballot conducted by the board, provided that a period of at least (30) days shall be given between the date the ballots are mailed, and a date fixed for the close of voting thereon. To be adopted, each such amendment must receive the affirmative vote of two-thirds (2/3rds) of the members voting by mail.
- 15.04 By written petition: amendments to the bylaws may be proposed by written petition signed by at least 20% of the then total voting membership and delivered to the Board not less than forty-five (45) days prior to the date of the Fall Business Meeting so that notice thereof may be sent to each member at least thirty (30) days prior to the Fall Meeting.
- 15.05 Amendments to these bylaws shall be submitted in writing to SGNA not later than 30 days following the adoption of such amendments. SGNA retains the right to approve amendments. These bylaws must at all times be consistent with the bylaws of SGNA. Should the bylaws of the SGNA be changed in such a manner as to render these bylaws inconsistent therewith, and then these bylaws shall be amended immediately to eliminate said inconsistency.

Article XVI: Non-Discrimination Policy

- 16.01 The policy of the Central New York Society of Gastroenterology Nurses and Associates is one of nondiscrimination on the basis of disability, race, color, creed, religion, sex, age, country of origin, country of education or sexual orientation.

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