

THE NORTHEAST NEW YORK PROFESSIONAL NURSES ORGANIZATION, INC. BYLAWS

Article I – Name, Object & Function

Section 1

The name of this organization shall be “The Northeast New York Professional Nurses Organization, Inc.,” hereinafter referred to as the “organization.” The organization’s catchment area will primarily be comprised of the counties of Albany, Schenectady, Columbia, Rensselaer, Saratoga, Schoharie, Warren and Washington.

Section 2

The object of this organization is to accomplish the purposes as stated in the Certificate of Incorporation.

Section 3

Purposes:

- a) Promote nursing and health services of a nature commensurate with human needs;
- b) Promote standards of nursing education, practice, and research;
- c) Promote ethical standards in keeping with the American Nurses Association “Code for Nurses;”
- d) Promote lifelong learning;
- e) Represent nurses and nursing to the public and non-governmental groups;
- f) Promote recruitment for nursing careers.

Article II – Membership and Dues

A member is one:

- a) Who has been granted a license to practice as a registered nurse in at least one state, territory, possession or District of Columbia of the United States or is otherwise lawfully entitled to practice and who does not have a license under suspension or revocation, or
- b) A student in a licensure-qualifying nursing education program, and
- c) Whose application for membership has been accepted in accordance with organization policy, and
- d) Who has paid the current dues.

Section 2 - Dues

- a) Annual dues for this organization are established by the voting body;
- b) The annual dues provide membership yearly from July 1 through June 30. Renewal month for all members will be July. Mid-year dues are defined in the policy;
- c) Membership shall be terminated if dues are not paid as required by current policy.

Article III – Disciplinary Action

Section 1

Members shall be subject to reprimand, censure, suspension, or expulsion for violation of the American Nurses Association “Code for of Ethics for Nurses,” or for violation of these bylaws or for conduct detrimental or injurious to the organization or its purposes.

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Section 2

A member may apply for reinstatement in accordance with established policy.

Article IV Board of Directors

Section 1

The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of this organization. It is authorized, by provisions of applicable law, to do all things appropriate and necessary for the development and perpetuation of this organization.

Section 2

The Board of Directors shall consist of the seven officers, and six directors at large.

Section 3

Functions:

- a) Transact the business of this organization;
- b) Establish major organization policies;
- c) Adopt an annual budget;
- d) Provide for an annual review of all financial books;
- e) Provide for maintenance of organization's address and receipt of mail;
- f) May appoint an office secretary and define responsibilities;
- g) Establish ad hoc committees as needed;
- h) Appoint chairpersons of all committees except the Nominating Committee and the Program Committee;
- i) Fill any vacancy on the Nominating Committee;
- j) Fill any vacancy on the Board of Directors except a vacancy occurring in the office of the President or President-elect;
- k) Determine the date and place for the annual membership meeting;
- l) Ratify action authorized by vote of the Board of Directors between meetings of the Board of Directors;
- m) Recommend to the membership, for approval by majority vote, persons to receive honorary recognition in accordance with established policy;
- n) Report at each membership meeting the business transacted in the interim between meetings.

Section 4 - Meetings

- a) The Board of Directors shall meet at least quarterly and at such times as determined by the President.
- b) Any one (1) or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference, or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.
- c) Special meetings may be called by the President on ten (10) calendar days' notice to each member of the Board of Directors, by written or email communication, and shall be called by the President in like manner and on like notice upon the request of three or more members of the Board of Directors. Special meetings shall be held at such time and place as may be specified in the notice thereof;

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- d) In intervals between regular meetings, the President may refer and submit to the members of the Board of Directors definite questions relating to the affairs of the organization which in the opinion of the President, require immediate action on the part of the Board of Directors. The result of such a referendum, which shall require a majority vote of the entire Board of Directors, shall control the action of the organization.
- e) If a member of the Board of Directors had unexcused absences from two consecutive board meetings, a resignation is assumed. The President or President-elect or Immediate Past President will appoint a member to fill this term.
- f) If a Board member is no longer living or working in the catchment area and is not readily available to regularly attend meetings in person or by conference call, the member's resignation is assumed. The President or President-elect or Immediate Past President will appoint a member to fill this term.

Section 5 - Executive Committee

- a) There shall be an Executive Committee of the Board of Directors composed of six (6) officers of this organization which shall have all the powers of the regular meetings. These officers will be the President, President-elect, First Vice-President, Second Vice-President, Secretary, and Treasurer. A quorum for an executive committee meeting shall be defined as a majority of the members of the Executive Committee, one of which is the President or President-elect.

Article V – Officers and Directors

Section 1

- b) The officers of this organization shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and President-elect, or immediate past-president;
- c) Offices may be held by an individual, or two individuals may be elected as co-officers for any office except President and President-elect.

Section 2 - Election

- a) The President-elect, Second Vice President, Treasurer and three Directors at large shall be elected in the even year;
- b) The First Vice-President, Secretary and three Directors at large shall be elected in the odd year.

Section 3 - Terms

- a) The President-elect shall serve in that office for a one-year term and shall then become President for a two-year term; then the immediate past president serves a one-year term in lieu of the president-elect.
- b) The other officers and Directors at large shall serve two-year terms;
- c) No officer or Director at large shall serve more than two consecutive terms in the same office or a total of more than eight (8) consecutive years on the board.

Section 4 - Duties of Officers and Directors - Fiduciary Duties

- 1) *Duty of Care.* All Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen and sensibilities, would always exercise under similar circumstances. Each Director shall

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endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

- 2) *Duty of Loyalty.* No Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Director shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest. All Directors are expected to represent the interests of this Corporation at all times while serving on the Board.
- 3) *Duty of Obedience.* No Director shall be permitted to disobey or publicly contradict an authorized decision of the Board.
- 4) Officers shall perform the duties usually performed by such officers, duties specified in these bylaws and duties designated by the Board of Directors.

Section 5 – Duties of the President

- a) Chair the Board of Directors and the Executive Committee meetings;
- b) Preside at all meetings of this organization;
- c) Serve as an ex-officio member of all committees except the Nominating Committee;
- d) Appoint members of the Audit Committee, subject to the approval of the Board;
- e) Submit the annual report;
- f) Serve as the official representative of this organization;
- g) Appoint tellers.

Section 6 – Duties of the President-elect

The President-elect coordinates the functioning of the organization office; and in the absence of the President, shall assume the duties of the President as specified in Article V. Section 5.

Section 7 – Duties of the First Vice President

The First Vice President coordinates the activities of all the committees, assists the Finance Committee and works in collaboration with the Treasurer, and in the absence of the President-elect shall assume the duties as specified in Certificate V. Section 5. She/he submits the committee annual reports and is responsible for the oversight of the membership data base.

Section 8 – Duties of the Second Vice President

The Second Vice President shall serve as the chairperson of the Program Committee and submit the annual Program Report to the President.

Section 9 – Duties of the Secretary

- a) The Secretary shall be responsible for all minutes, records, correspondence, and notifications.

Section 10 – Duties of the Treasurer

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The Treasurer serves as the chairperson of the Finance Committee, and maintains the financial records of the organization. The Treasurer may not serve as the chair of the Audit Committee.

Section 11 – Vacancies

- a) In the event of a vacancy occurring in the office of the President, the President-elect shall serve as President for the remainder of that term and then serve the elected term as President;
- b) In the event of a vacancy occurring in the office of President-elect, the First Vice President shall serve as President-elect until a successor is elected at the earliest possible time.

Article VI – Standing Committees

Section 1

There shall be standing committees on Finance and Bylaws composed of members who shall assume such duties as specified in these bylaws and assigned by the Board of Directors.

Section 2

Standing committee chairpersons shall be appointed by the Board of Directors and shall serve for a two-year term or until their successor is appointed.

Section 3 – Committee on Bylaws

- a) The committee shall be composed of at least three members;
- b) The committee shall:
 - 1) Review and evaluate existing bylaws and consider proposals for change submitted by members, prepare in appropriate language proposed amendments for review and approval of the Board of Directors prior to vote by the membership.

Section 4 – Committee on Finance

- a) The committee shall be composed of three members including the Treasurer who shall serve as Chairperson;
- b) The committee shall:
 - 1) Review the financial status of this organization;
 - 2) Advise regarding financial policies;
 - 3) Prepare an annual budget for approval by the Board of Directors.

Article VII – Committees

Section 1

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Committees are responsible for advancing the programs and purposes for which this organization exists. They serve in an advisory and consultative capacity to the Board of Directors and report directly to the Board of Directors.

Section 2

The Board shall appoint a chairperson to each committee except the Nominating Committee.

Section 3 – Term

Their appointments shall be made for a two-year term or until their successors have been appointed.

Section 4

There shall be the following committees:

- a) the Bulletin
- b) Legislation
- c) Nursing Education and Practice
- d) Caring and Sharing
- e) Membership

Section 5

Each committee shall:

- a) Establish a plan of operation for carrying out its responsibilities;
- b) Recommend policies to the Board of Directors and the membership;
- c) Provide the dissemination of information to members and others;
- d) Assume other functions as assigned by the Board of Directors;

Article VIII – Nominations

Section 1

The members of the Nominating Committee shall be elected annually to one, two-year term and shall consist of five members. Three members will be elected in the even year and two members elected in the odd year. They shall not be eligible to succeed themselves. The member receiving the highest number of votes in the year of their election shall serve as chairperson of the Nominating Committee in the final year of their term of office. The chairperson of this committee shall serve in that role for one year (the second year of their term). In year one, the prospective chairperson's term on the Nominating Committee, the prospective chairperson will be mentored in the role of chairperson by the current Nominating Chair.

Section 2

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On or before December 1 of each year, the Nominating Committee shall advise the members of the offices to be filled and request from them names of members qualified, eligible, and willing to serve if elected. A direct request for qualified nominees shall also be carried in an official organization publication.

Section 3

The Nominating Committee shall prepare a ballot of nominees for each office to be filled.

Article IX – Elections

Section 1

Election of officers and directors at large and Nominating Committee by qualified members shall be by secret ballot.

Section 2

The ballot shall be sent through the United States Postal Service or electronic ballot to the membership. The ballot will be transmitted to the email address currently on record of each member unless the member has specifically requested in writing that all notices must be mailed via United States Postal Service.

Section 3

The procedure for carrying out voting by secret electronic ballot and/or ballot by USPS is detailed in the Standard Operating Policies and Procedures.

Section 4

A plurality vote of those entitled to vote and voting shall constitute an election. The nominees who receive the highest number of votes shall be declared elected.

Section 5

The results of the election shall be announced at the membership meeting immediately following the election and at the Annual Membership Meeting.

Section 6

In the case of a tie, the choice shall be decided by lot.

Section 7

The terms of all officers, directors, and the Nominating Committee shall commence July 1 at the beginning of the fiscal year and shall continue for the term specified or until their successors are elected.

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Section 8

All ballots, credentials, and other records of the election shall be preserved by the Secretary for one year after the election.

Article X– Membership Meetings

Section 1

The regular general membership meetings of this organization shall be held on or about the first Thursday of October, December, February, April, and June.

Section 2

This organization shall hold an Annual Membership Meeting at such time and place as shall be determined by the Board of Directors.

Section 3

Every qualified member is entitled to attend meetings and vote in accordance with established policy.

Section 4

The order of business at each Annual Membership Meeting of the organization shall be in accordance with an agenda adopted at the beginning of the meeting and shall include:

- Address of the President
- Reports of Officers
- Reports of Standing Committees
- Report of Elections

Section 5

Special meetings of this organization may be called by the Board of Directors and shall be called by the President upon the written request of not less than twenty-five percent (25%) of active members.

Section 6

Notices of all annual and special membership meetings of this organization shall be sent to all members of this organization at least thirty (30) days before the first day of the meeting.

Article XI Quorum

Section 1

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Two members of the Board of Directors, one of whom shall be the President or President-elect, or First Vice-President if there is no President-elect and not less than fifteen percent (15%) of active members shall constitute a quorum for the transaction of business at any membership meeting of this organization.

Section 2

A majority of members of the Board of Directors, including the President, President-elect, or First Vice-President if there is no President-elect, shall constitute a quorum at any meeting of the Board of Directors.

Section 3

A majority of members of the Board of Directors, one of whom shall be the President, President-elect, or First Vice-President if there is no President-elect, and not less than fifteen percent (15%) of active members, shall constitute a quorum for the transaction of business at any special meeting of this organization.

Section 4

A majority of any standing or special committee shall constitute a quorum.

Article XII

The fiscal year of this organization shall begin on July 1, and end on June 30.

Article XII- Parliamentary Authority

The rules contained in "Robert's Rules of Order Newly Revised" shall govern meetings of this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XIV – Publication

There shall be an official publication of this organization distributed electronically at least four times a year. Information carried therein shall constitute official notification to the members.

Article XV - Non-Discrimination

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability, or any category protected by state or federal law.

Article XVI – Amendments

Section 1

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- a) These bylaws may be amended at any Annual Membership Meeting or special meeting by a two-thirds vote of the qualified membership present and voting.
- b) All proposed amendments shall be sent to the membership at least thirty (30) days prior to the Annual Membership Meeting or special meeting.

Section 2

These bylaws may be amended without previous notice at any meeting by ninety-nine percent (99%) vote of the qualified membership present and voting.

Article XVII - Dissolution of the Organization

Upon membership approved dissolution of the organization, the organization will follow the New York State guidelines for dissolution of a not-for-profit organization.

*Approved 6/5/14 by the general membership-
4/2015 Board review
4/2016 Board review
6/7/2018 Amendments approved general membership
5/7/2020 Board review
Approved 06/25/20 by the general membership*