

## **The Role of Bylaws in Not-for-Profit Organizations**

As noted in Robert's Rules of Order Newly Revised (9<sup>th</sup> edition, 1990) an organization's bylaws define "the primary characteristics of the organization." This is the place for the fundamental rules between members and their rules that cannot be changed or suspended without notice to the membership. Just as the Charter between the Society of Gastroenterology Nurses and Associates, Inc. (SGNA) and each of its Regional Societies forms the relationship between the national organization and each of its constituent societies, so the Bylaws of the Regional Society sets the parameters for that group's relationship with its members.

This section of the **REGIONAL SOCIETY HANDBOOK** is designed to provide to the Regional Society leadership:

- an overview of the role of Model Bylaws for the Regional Societies;
- clarification of the content of the 1998 Regional Society Model Bylaws Revision (RSMBR);
- a process for effective implementation of the RSMBR.

### **Model Bylaws for SGNA Regional Societies**

Since the inception of SGNA Regional Societies, the National Society (through the Regional Societies Committee) has provided Model Bylaws for use by the Regional Societies. The RSMBR document included here represents the logical completion of the project completed in May 1997 to update and revise the SGNA Bylaws.

This project has included a number of steps:

- Review by SGNA Bylaws/Policy & Procedure Committee (six iterations);
- Discussion with Regional Society Leadership at the 1998 Padre Island meeting;
- Review and revision by SGNA Legal Counsel (two iterations);
- Approval by SGNA Board of Directors for distribution to Regional Societies.

Why have model bylaws for an organization's Regional Societies?

- *Consistency* of governing documents between the national Society and each of its component organizations;
- *Consistency* of governing documents among Regional Societies - so each individual member's rights are consistent from one Regional Society to another;
- *Convenience* for Regional Society leadership ... so you can focus on providing a meaningful membership experience to your Region's members, rather than to developing individual documents;
- *Economy* to minimize the expense of such a project (do it once and share instead of doing it 64 times).

### **The 1998 SGNA Regional Society Model Bylaws Revision**

In light of the above principles, the RSMBR document has been constructed by the SGNA Bylaws/Policy & Procedure Committee using the national Bylaws as a foundation. Attached is a copy of the SGNA Regional Society Model Bylaws with space provided for the Regional Society to insert its specific references.

Note a few items:

- **Legal review** - SGNA suggests that all Regional Societies adopt the provisions of these proposed Bylaws to the extent permitted by your state's laws. It is the responsibility of each Regional Society Board to ensure that the model bylaws do not violate any applicable state law. This is especially important in relation to election procedures. **SGNA strongly suggests that each Regional Society seek Legal Counsel review of these proposed Bylaws to ensure that they conform to the particular requirements of your state's laws.**
- **Incorporation** - **If your Regional Society is independently incorporated, legal counsel will be required.** These model bylaws should guide your Regional Society in SGNA's expectations, but there may be some additional requirements imposed by state law specific to incorporated status.
- **Regional Society-specific items to insert** - There are several places where information specific to the Regional Society needs to be inserted.
  - Full name of Regional Society (Article I)
  - Elective Positions (Article VI, Section 6.01)
  - Optional position of Secretary/Treasurer (Article VI, Sections 6.01, 6.031)
  - Optional position of Secretary/Treasurer (Article VI, Section 6.041, 6.042)
  - Length of term for President and President-Elect (Article VI, Section 6.041)
  - Consecutive terms for President and President-Elect (Article VI, Section 6.041)
  - Number of directors to be elected (Article VII, Section 7.04)
  - Annual Meeting date (Article VIII, Section 8.01)
  - Quorum (Article VIII, Section 8.04)
  - Number of Directors (Article IX, Section 9.03)
  - Number of Directors-at-Large (Article IX, Section 9.032)
  - Full name of Regional Society (Article XVI, Section 16.02)
- **Policy and Procedure** - just as is true with SGNA, the Bylaws document is focused on the 'big picture'. Policies and procedures established by the Region's Board of Directors should guide the Regional Society in day-to-day activities.
- **Insurance** - Implied in Article XXII, Indemnification. In February 1998, the SGNA Board of Directors—following unanimous agreement from Regional Society representatives—voted to add Regional Societies to the SGNA general liability and directors & officers liability insurance policies. The Board also directed that Headquarters invoice Regionals for a portion of the increased costs incurred in adding the Regionals to the policies. (This idea also was discussed with the Regional Society representatives prior to the Board action.) Regional Societies are invoiced annually (usually in December) for the cost of its share of the insurance coverage costs for the following year. A summary of the coverage

provided through both of these policies is also provided at that time and is included in another section of this Handbook.

- **Bonding of the Treasurer – The SGNA and Regional Society insurance policies do not provide bonding coverage for the individual Regional Society Treasurers.** Please note that Article VI, Section 6.034, requires that the Treasurer be bonded. SGNA encourages Regional Societies to secure this coverage through a local insurance company. It is relatively inexpensive and helps to further protect your society's assets. SGNA cannot be responsible for the loss of Regional Society funds.
- **Volunteer availability** - While this model acknowledges that there may be a shortage of volunteers, Regional Society leaders are encouraged to maximize member participation in the Regional Society governance. Also check local applicable state law which may influence board size, number of directors, officers, etc.

**(Insert Local Name)**  
**Regional Society Bylaws**  
**(As Adopted : insert date )**

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*SGNA Regional Society Model Bylaws are provided as a guide for the convenience of Regional Society leadership in implementing a bylaw document which meets the standards of SGNA. They are not intended to provide legal advice and Regional Society leadership is expected to obtain local legal counsel.*

## **Article I: Name**

The organization is a chartered Regional Society of the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES, INC. (hereinafter referred to as SGNA) , the full name of which is \_\_\_\_(**local indicator**)\_\_\_\_\_ (hereinafter referred to as the **REGIONAL SOCIETY**).

## **Article II: Purposes**

As a Regional Society of SGNA, the Regional Society's primary purpose is to bring the benefits of national membership to SGNA members at the local level. In recognition of SGNA's purposes, the purposes for which the Regional Society has been formed and will be operated are:

- to unite in one Regional Society persons engaged in any capacity in the fields of gastroenterology and/or endoscopy nursing;
- to encourage and develop educational programs for persons in such fields;
- to advance the technology, science and arts of practitioners in such fields;
- to advocate optimal care for patients with digestive disease and those undergoing diagnostic and therapeutic procedures; and
- to cooperate with other professional societies, corporations and governmental bodies involved in such fields.

Specifically, the Regional Society's duty is to provide educational opportunities to its members as required by the policies and procedures of SGNA.

The property and income of the Regional Society shall be used solely for the above-referenced purposes and shall not inure to the benefit of any individual, and the Regional Society shall not engage in any activity which would prevent it from gaining or cause it to lose status as an exempt organization under Internal Revenue Code Section 501(c)(6).

## **Article III: Membership**

### *3.01 Eligibility (Qualifications)*

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

### *3.02 Classes of Members*

Classes and categories of members shall be those designated by the SGNA in its bylaws, as such bylaws may be amended from time to time.

### *3.03 Membership Processing*

Membership applications, classification changes, resignations, suspensions and expulsions for the Regional Society shall be acted upon in accordance with the determinations of SGNA.

### *3.04 Membership Benefits*

- 3.041 Publications and programs shall be made available to Regional Society Members in accordance with policies and procedures established through the annual chartering process. In accordance with SGNA established policies and procedures, the Regional Society shall issue other official publications as determined to be within the scope of the Regional Society's purposes. All members of the Regional Society shall be included in the distribution list, as well as the SGNA Regional Societies Committee Chair and the SGNA Executive Director.

## Article IV: Nondiscrimination Policy

The policy of the Regional Society is nondiscrimination on the basis of disability, race, color, creed, religion, sex, age, country of origin, country of education, or sexual orientation.

## Article V: Dues

### 5.01 Dues

- 5.011 Amount: The Regional Society Board of Directors shall determine from time to time the annual dues payable to the Regional Society by members of each class and/or category, and shall give appropriate notice to SGNA for the purpose of collection and administration of any such dues in accordance with SGNA policies and procedures.

## Article VI: Officers and Directors

### 6.01 Officers

- 6.011 Required elective officers of the Regional Society shall be President, President-Elect, Treasurer, Secretary, (**optional:** or Secretary/Treasurer) and Immediate Past President.

### 6.02 Directors

The Regional Society Board of Directors shall consist of a minimum of three directors elected by the members of the Regional Society. The elective officers may serve simultaneously as directors to fulfill this requirement.

### 6.03 Duties

All officers of the Regional Society shall have such authority and perform such duties in the management of the Regional Society as may be provided in these Bylaws, the Articles of Incorporation, or as may be determined by the SGNA Board of Directors in policies and procedures not inconsistent with the Articles of Incorporation or the Bylaws.

More specifically, the officers shall have the following duties:

- 6.031 President  
The President:
- shall represent the Regional Society Board of Directors and the Regional Society;
  - shall preside at all meetings of the Regional Society and of the Regional Society Board of Directors;
  - shall appoint all non-elective committee chairs and members with the approval of the Regional Society Board of Directors;
  - shall serve as ex-officio member without vote on Regional Society standing and special committees except the Committee on Nominations and Elections;
  - shall terminate Regional Society committee appointments, subject to the approval of the Board of Directors;
  - shall submit to the Regional Society Board of Directors copies of correspondence pertaining to the affairs of the Regional Society;
  - shall, in the absence of a Treasurer (**optional:** or Secretary/Treasurer), delegate the duties and responsibilities of the Treasurer to another officer, or assume those duties;
  - shall submit to the Regional Society and SGNA Board of Directors an annual report of the Regional Society;
- 6.032 President-Elect  
The President-Elect:
- shall automatically accede to the presidency when the Regional Society President's term ends;
  - shall become acting Regional Society President and assume the duties of the office in the event of the President's absence, disability, or resignation;

- shall serve as an advisory member without vote on Regional Society standing and special committees and shall also perform such duties as may be delegated by the Regional Society President, or by the Regional Society Board of Directors;
- 6.033 Secretary  
The Secretary:
- shall record or cause to be recorded the minutes of all meetings of the Regional Society and the Regional Society Board of Directors;
  - shall be responsible for notification of officers and directors of meetings of the Board of Directors;
  - shall preserve correspondence, reports, records, Bylaws, and the Policy and Procedure Manual of the Regional Society in a permanent file.
- 6.034 Treasurer  
The Treasurer:
- shall be responsible for the funds of the Regional Society;
  - shall be bonded, the cost to be borne by the Regional Society;
  - shall keep an accurate record of all Regional Society receipts and disbursements;
  - shall assist in the direction of all financial affairs and sign checks of the Regional Society, in accordance with Section 12.03 of these Bylaws;
  - shall present financial reports to the Regional Society Board of Directors as requested;
  - shall present an annual report to the Regional Society members at the annual membership meeting;
  - shall serve as Chair of the Regional Society Budget & Finance Committee.
- 6.035 Immediate Past President: A Regional Society President, or an acting Regional Society President elected by the directors pursuant to Section 6.04, shall have the status of Immediate Past President until the term as Chair of the Committee on Nominations and Elections expires as outlined under Article VII, Nominations and Elections, Section 7.03, or 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. The Immediate Past President shall serve as parliamentarian while in office.
- 6.036 Directors: The directors shall have the authority and perform such duties in the management of the Regional Society as may be provided in these bylaws and in SGNA and Regional Society policy.
- 6.037 Delegates: The Regional Society Delegate and Alternate Delegate shall represent the Regional Society to the SGNA House of Delegates Committee. The Alternate Delegate will be available for seating if a Delegate is not present. Delegates and Alternate Delegates must be voting members of the Regional Society.
- 6.04 *Term*
- 6.041 President and President-Elect: Each elective officer, except Secretary and Treasurer (**optional:** or Secretary/Treasurer), shall serve for \_\_\_\_ year(s) or until a successor is elected. The term of office shall begin January 1. (**Optional:** No person can be elected to consecutive terms as President or President-Elect.)
- 6.042 Secretary and Treasurer: Elections to fill the office of Treasurer shall be held in even numbered years. Persons elected as Secretary or Treasurer shall hold office for a term of two years or until their successors are elected. Persons elected as Secretary or Treasurer shall not be eligible to serve more than two consecutive terms in the same office.
- Optional**
- 6.042 Secretary/Treasurer: Elections to fill the office of Secretary/Treasurer shall be held every other year. The term of office for the Secretary/Treasurer shall be two years or until a successor is elected. Persons elected as Secretary/Treasurer shall not be eligible to serve more than two consecutive terms.
- 6.043 Only members serving more than one-half of a term in the offices of Secretary, Treasurer, or Director-at-Large shall be considered to have served a full term. This rule shall not apply to the offices of President and President-Elect.

#### 6.05 *Qualifications*

Only voting members of the Regional Society are eligible to be an elective or appointed officer of the Regional Society.

#### 6.06 *Vacancies*

- 6.061 President: If the office of 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.
- 6.062 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 by a currently seated Board member who meets the qualifications of President-Elect (see Section 7.02) to serve as acting President-Elect until the end of the term.
- 6.063 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.
- 6.064 Other Vacancies: 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 in office an acting Secretary or Treasurer from among the voting members of the Regional Society, including the officers and directors.

#### 6.07 *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.

#### 6.08 *Removal*

- 6.081 Officers elected by the membership may be removed from office by two-thirds vote of the members present at a membership meeting at which a quorum (see Section 8.04) is present or by mail ballot as provided for in Article VIII of these Bylaws, if, in the judgment of the members, the best interests of the Regional Society will be served thereby.
- 6.082 Officers elected by the Board of Directors may be removed by the Board by majority vote of the directors in office, if, in their judgment, the best interests of the Regional Society will be served thereby.

#### 6.09 *Records*

Upon termination of office for any reason, all officers of the Regional Society shall deliver all records or other property of the Regional Society to their successors within 30 days of termination.

## **Article VII: Nominations & Elections**

#### 7.01 *Elections*

- 7.011 Annual elections shall be conducted to elect officers and other elective positions.

#### 7.02 *Eligibility*

- 7.021 Only voting members are eligible to serve as a director, officer, or member of the Committee on Nominations and Elections.
- 7.022 The President and President-Elect must satisfy the additional qualification of having served as a director, Secretary, or Treasurer prior to nomination.

#### 7.03 *Nominating Procedures*



The Immediate Past President shall serve as chair of the Committee on Nominations and Elections. If there is no Immediate Past President, the incoming President shall, with the approval of the Board of Directors, appoint the Committee chair. In accordance with policies and procedures established by the Board of Directors, the Committee shall consider the qualifications of all candidates proposed by the membership or by members of the Committee itself. The Committee shall create a slate of candidates for presentation to the membership.

#### *7.04 Election Procedures*

The Committee on Nominations and Elections shall recommend procedures for elections in accordance with applicable state law, subject to the approval of the Board of Directors. Election of officers, directors and (insert local number) other elective positions shall be at the Annual Meeting of the Regional Society, or by mail ballot cast by voting members, with each member having one vote for each office to be filled. A plurality shall elect. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates. Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Board of Directors. Results of elections shall be tabulated and communicated to members.

## **Article VIII: Membership Meetings**

#### *8.01 Annual Membership Meeting*

The annual meeting of the Regional Society members shall be held (state time of year) on a day fixed by the President, after consultation with the Board of Directors. At the annual meeting, the members shall consider reports from the directors, officers, and committees, and transact such other business as may come before the meeting. At the annual meeting, recommendations will be developed for resolutions to be brought to the SGNA House of Delegates. If, in case of emergency, the annual meeting is not held at the prescribed time, business which should have been conducted at the meeting shall be conducted promptly by mail or at a special meeting of the members.

#### *8.02 Special Membership Meetings*

Special meetings of the Regional Society members may be called by the President, by a majority of all the directors, or upon request of at least ten percent of the voting members. Special meetings shall be held at such time and place as the Board of Directors shall determine. Any business of the Regional Society may be considered and transacted at any special meeting, provided written notice has been given to the members as provided in Section 8.03.

#### *8.03 Notice of Membership Meetings*

Written or printed notice stating the place, day, and hour of any meeting of members shall be sent by regular mail to each member of each class not less than 14 days before the date of such membership meeting. Notice of meeting published in the journal, newsletter or in separate communication of the Regional Society which is distributed within such time limits shall be valid notice to all members. In the case of a special membership meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. Notice of a meeting, whether published in the Regional Society journal, newsletter or in separate communication, shall be deemed to be delivered when deposited in the U.S. mail addressed to a member at the address as it appears on the records of the Regional Society with postage thereon prepaid.

#### *8.04 Quorum*

Ten percent of all voting members or three voting members (whichever is greater), credentialed in accordance with policies and procedures approved by the Board of the Regional Society, shall constitute a quorum at any membership meeting or for any mail vote in which members vote by mail. Proxy voting is not valid.

#### 8.05 *Voting*

- 8.051 At Membership Meetings: Voting shall be conducted in accordance with standing rules adopted by the members in attendance, providing that no proxy voting shall be allowed.
- 8.052 By Mail: The directors, by majority vote of all directors, may order a mail vote on any item of business which is subject to the approval of the voting members. An affirmative vote of a majority of members voting by mail shall be necessary for adoption of any matter, except elections, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.
- 8.053 Unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation, by law or by the policies and procedures of SGNA, the affirmative vote of (a) a majority of the members present and voting at any duly constituted meeting of the membership, or (b) a majority of the members submitting votes in a vote by mail ballot, shall be sufficient to authorize any act by the membership.

### **Article IX: Board of Directors**

#### 9.01 *Powers*

The affairs of the Regional Society shall be governed and managed by a 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 (3/4ths) vote of the entire Board and shall be final and conclusive.

#### 9.02 *Duties*

- 9.021 Perform all duties entrusted to Directors of a Corporation;
- 9.022 In accordance with policies and procedures promulgated by SGNA, develop and abide by the Bylaws and Policies of the Regional Society;
- 9.023 In accordance with policies and procedures promulgated by SGNA, supervise and direct the business and financial affairs of the Regional Society;
- 9.024 In accordance with policies and procedures promulgated by SGNA, set all fees payable to the Regional Society;
- 9.025 In accordance with policies and procedures promulgated by SGNA, develop, monitor and evaluate programs which further the Mission and Strategic Goals of the Regional Society;
- 9.026 Identify relevant professional issues for educational presentation to the Regional Society membership;
- 9.027 Retain management and staff services (if applicable) as needed in accordance with policies and procedures.
- 9.028 Appoint President and President-Elect as Delegate and Alternate Delegate to the SGNA House or in their absence appoint two other representatives;
- 9.029 Prepare and submit annual charter documentation as required by policies and procedures of SGNA

#### 9.03 *Number*

The Regional Society shall have (a specified even number) \_\_\_\_\_ 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.

- 9.031 Ex-officio Directors: The President, President-Elect, Secretary, Treasurer (or Secretary/Treasurer if applicable), Immediate Past President, and Delegate and Alternate Delegate to the SGNA House of Delegates Committee shall, by virtue of their offices, serve as Regional Society directors (with vote) while they continue in such offices.
- 9.032 Directors-at-Large: The remaining (insert appropriate number) of directors shall be elected from the membership at large and shall serve for terms of two years. As close to one-half as is practical of the (insert appropriate number) of directors shall be elected each year. No director-at-large shall serve more than two consecutive terms. Time served as an ex-officio director shall not be counted in determining the two consecutive terms of a director-at-large.

#### 9.04 *Meetings*

- 9.041 Annual Meeting: The annual meeting of the Board of Directors shall be held without any notice, other than this Bylaw, immediately before and at the same place as the annual membership meeting of the members.
- 9.042 Special Meetings: Special meetings of the Board of Directors may be called by the President, or shall be called at the request of one fourth of the directors. Special meetings shall be held at such place and time as the President shall determine. Notice of any special meeting of the Board of Directors shall be given at least 5 days previously thereto by written notice delivered personally or sent by mail or telegram to each director at the address as shown by the records of the Regional Society. Such meetings shall be conducted in accordance with policies and procedures approved by the Board of Directors.
- 9.043 Regular Meetings: Regular meetings of the Board of Directors shall be convened in accordance with established policies and procedures.
- 9.44 Guests: The President may invite guests in accordance with policies and procedures approved by the Board of Directors to attend meetings of the directors but without vote.

#### 9.05 *Quorum*

A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board.

#### 9.06 *Voting*

Each member of the Board of Directors shall have only one vote as director. No proxy voting shall be valid. Unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation or by law, the affirmative vote of a majority of the Board of Directors present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Board of Directors.

#### 9.07 *Waiver of Notice*

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

#### 9.08 *Vacancies*

Vacancies occurring among Directors-at-Large shall be filled by a majority vote of all of the remaining directors. A director elected by the Board of Directors to fill such a vacancy shall serve for the unexpired term of the predecessor in office.

## **Article X: Executive Committee**

#### 10.01 *Composition*

The Board of Directors of the Regional Society may establish an Executive Committee which shall consist of the elective officers.

#### 10.02 *Duties*

Consistent with applicable state law, the Executive Committee will be charged by the Board with addressing issues between 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 or Executive Committee.

## **Article XI: Compensation**

### **11.01 *Salary***

No director or officer shall receive any salary, fee, or other remuneration for services rendered as director or officer. 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 Regional Society in specific capacities.

### **11.02 *Reimbursement***

The Board of Directors may, by resolution, provide for the reimbursement of any director, officer or member for reasonable budgeted expenses incurred by the director, officer or member carrying out any business of the budgeted expenses incurred by the director, officer, or member carrying out any business of the Regional Society including, but not limited to, traveling to and from attending meetings of the directors or any Regional Society committee.

## **Article XII: Fiscal Procedures**

### **12.01 *Annual Budget***

The Board shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of 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 purposes of the Regional Society and the applicable laws and policies. The budget shall be developed and monitored by the Budget & Finance Committee.

### **12.02 *Contracts***

The Board of Directors may authorize any officer, agent or agents of the Regional Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Regional Society, and such authority may be general or may be confined to specific instances.

### **12.03 *Checks, Drafts, or Orders***

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Regional Society shall be signed by the Treasurer or, in the absence of the Treasurer, by the President or other officer or person of the Regional Society as designated by the Board of Directors, in accordance with policies and procedures established by the Board of Directors.

### **12.04 *Deposits***

All funds of the Regional Society shall be deposited from time to time to the credit of the Regional Society in such banks, trust companies, or other depositories as the Board of Directors may select.

### **12.05 *Gifts***

The Board of Directors may accept on behalf of the Regional Society any contribution, gift, bequest, or device for any purpose of the Regional Society.

### **12.06 *Fiscal Year***

The fiscal year of the Regional Society shall end on December 31.

### **12.07 *Books and Records***

The Regional Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of all categories of members. Upon written request to the Board of Directors, books and records of the Regional Society may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time.

## **Article XIII: Committees**

### 13.01 *Standing Committees*

- 13.011 The Regional Society shall have the following Standing Committees: Budget & Finance, Nominations and Elections, and Program.
- 13.012 The members of the Committee on Nominations and Elections shall be elected or appointed pursuant to policies and procedures. Vacancy: A vacancy in the Committee on Nominations and Elections shall be filled by majority vote of the Board of Directors in office. A vacancy in the chairmanship of the Committee shall be appointed in accordance with policies and procedures by the President with the approval of the Board of Directors.
- 13.013 The other standing committees and their chairs shall be appointed by the President with the approval of the Board of Directors. All chairs must be voting members of the Regional Society. Committee members may be selected from any class of membership. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the interests of the Regional Society shall be served by the removal.
- 13.014 Duties of committees shall be specified and approved by the Board of Directors in accordance with established policy.

### 13.02 *Special Committees*

Other committees with limited authority may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee should be members of the Regional Society, and the President of the Regional Society shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the interests of the Regional Society shall be served by the removal.

## **Article XIV: Waiver of Notice**

Whenever any notice is required to be given under the provisions of applicable law or under the provision of the Articles of Incorporation of the Regional Society or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XV: Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Regional Society in all cases to which they are applicable and in which they are not inconsistent with statute, these Bylaws or a specific provision of the Articles of Incorporation and any special rules of order the Regional Society may adopt.

## **Article XVI: Indemnification and Insurance**

### 16.01 *Indemnification*

The Regional Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an officer of the Regional Society, as a member of the Board of Directors of the Regional Society, as a member of any duly authorized committee of the Regional Society, or as an employee of the Regional Society, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have

become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:

- (a) willful failure to deal fairly with the Regional Society or its members in connection with a matter in which the person has a material conflict of interest;
- (b) violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- (c) transaction from which the person derived an improper personal profit or benefit; or
- (d) willful misconduct.

16.02 *Insurance*

The (insert full local name) Regional Society of Gastroenterology Nurses and Associates, Inc. may obtain insurance to protect the officers, directors, committee members and members, the staff and the Regional Society against liability, in accordance with the policies and procedures of SGNA.

## **Article XVII: Dissolution**

17.01 In the event of dissolution of the Regional Society, the net assets of the corporation shall be applied and distributed as follows:

17.011 All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof in accordance with applicable law.

17.012 If any assets shall remain after the provisions of Sections 17.011 of the Bylaws have been complied with, any remaining assets shall be distributed to SGNA for application to activities and purposes consistent with those of the Regional Society.

## **Article XVIII: Amendment of Bylaws**

18.01 *Amendments*

In this 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.

18.011 Amendments to these bylaws shall be submitted in writing to SGNA no later than 30 days following the adoption of such amendments. SGNA retains the right to approve such amendments and to provide appropriate language (consistent with the approved amendment) before they take effect for the Regional Society. These bylaws must at all times be consistent with the bylaws of SGNA. Should the bylaws of SGNA be changed in such a manner as to render these bylaws inconsistent therewith, then these bylaws shall be amended immediately to eliminate said inconsistency.

18.02 *At Annual Meeting*

The Bylaws may be amended at any Annual Business Meeting but no Amendment shall be voted upon and adopted unless:

18.021 Such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the annual meeting; and unless

18.022 Such proposed Amendment receives the affirmative vote of two-thirds of the votes cast at an annual membership meeting.

18.03 *Between Annual Business Meetings*

In the absence of, or between Annual 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 thirty (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.

18.04 *By Written Petition*

Amendment to the Bylaws may be proposed by written petition signed by at least twenty percent (20%) of the then total voting membership and delivered to the Board not less than forty-five (45) days prior to the date of any Annual Business Meeting so that notice thereof may be sent to each member at least thirty (30) days prior to the Annual Meeting.

### **Article XIX: Applicable Law**

In the event of a conflict between the terms of these Bylaws and the state law applicable to the Regional Society, the relevant provisions of the applicable state law shall govern.