

# SGNA Bylaws

## Article I: Name

The organization is a Wisconsin Nonstock and Not-for-Profit Corporation, the full name of which is the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES, INC. (hereinafter referred to as the Society).

## Article II: Purposes

The purposes for which this Society has been formed and will be operated are:

- to unite in one 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; and
- to cooperate with other professional societies, corporations and governmental bodies involved in such fields.

The property and income of the Society shall be used solely for the above-referenced purposes and shall not inure to the benefit of any individual, and the 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 Society shall be open to all qualified individuals involved in or associated with gastroenterology and/or endoscopy nursing practice.

### 3.02 Classes of Members

3.021 Voting Members: Voting membership in the Society is limited to licensed nurses and associates involved in, or associated with, gastroenterology and/or endoscopy nursing practice. Categories are limited to:

3.0211 Licensed Nurses - defined as registered nurses and licensed vocational/practical nurses.

3.0212 Associates - defined as assistive personnel such as technicians, technologists and assistants.

3.0213 Life Members - defined as all past presidents of the Society, with Life Membership status commencing at the end of their term as President. The Board of Directors may also grant Life Membership to voting members who have rendered outstanding service to the Society after reviewing the nominee's qualifications and after approval by a majority vote of the Board of Directors.

3.022 Non-Voting Members: Non-voting membership in the Society shall be open to individuals, other than licensed nurses and associates, who are involved in or associated with gastroenterology and/or endoscopy nursing practice. Non-voting members are not eligible to hold elected office. Categories include, but are not limited to:

3.0221 Affiliates - defined as individuals other than licensed nurses such as physicians, consultants, industry representatives and educators.

3.0222 Students - defined as individuals who are not licensed, but are enrolled in an accredited nursing program. Proof of student status shall be required.

3.0223 Honorary - defined as individuals who have rendered outstanding service to the Society or in the field of gastroenterology and/or endoscopy nursing. Any voting or non-voting member may nominate an individual for honorary membership. Honorary membership may be granted by the Board of Directors after reviewing the nominee's qualifications and must be approved by a majority vote of the Board of Directors.

### 3.03 Applications

Persons interested in any category of membership shall apply in accordance with such policies and procedures approved by the Board of Directors. All applications shall be verified according to policy and procedure established by the Board of Directors.

### 3.04 Termination

The Board of Directors, by affirmative vote of two-thirds of all Board of Directors members present and voting at any duly constituted meeting of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing in accordance with policies and procedures established by the Board of Directors. The Board of Directors, by affirmative vote of a majority of all Board of Directors members present and voting at any duly constituted meeting of the Board of Directors, may terminate the membership of any member who has become ineligible for membership in accordance with policies and procedures established by the Board of Directors. Membership may also be terminated automatically for failure to pay dues, as set forth in Section 5.013 of the Bylaws.

### 3.05 Resignation

Any member may resign by filing a written resignation with the Secretary.

### 3.06 Transfer

Membership is not transferable or assignable.

### 3.07 Membership Benefits

3.071 Society voting membership shall include membership in the appropriate Regional Society of SGNA.

3.072 Non-voting membership shall include the opportunity to join the appropriate Regional Society of SGNA.

3.073 The Society shall publish a journal which shall include articles of professional interest to persons engaged in the fields of gastroenterology and/or endoscopy nursing which shall be distributed without charge to members of the Society who are current in their payment of dues. This benefit may be made available to non-members and others in accordance with policies established by the Board of Directors.

3.074 Other publications and programs shall be made available from time to time as determined by the Board of Directors in accordance with policies and procedures established by the Board of Directors.

## Article IV: Nondiscrimination Policy

The policy of the 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 Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Society by members of each class, and shall give appropriate notice to the members.

5.012 Payment: Dues shall be payable in U.S. funds in advance of the first day of January in each year; and shall become delinquent if not received by March 1.

5.013 Default: The membership of any member of any class who is in default in the payment of dues shall be terminated without further action by the Society and without further notice to the defaulted member.

5.014 Reinstatement: A member whose membership has terminated due to default in dues payment may be reinstated if such dues are paid in full, during the remainder of the year in which they became payable and upon written application made in the manner provided by Section 3.03.

5.015 Resignation: Resignation shall not relieve a member of the obligation to pay any dues, assessments or other charges accrued before resignation and unpaid.

## Article VI: Officers

### 6.01 Elective Officers

The elective officers of the Society shall be President, President-Elect, Secretary and Treasurer.

6.011 Eligibility: - General: In addition to any other requirements set forth in these Bylaws, only members of the Board of Directors elected by the membership for their position as a director and elected by the membership in such director's last membership election shall be officers of the Society.

6.012 Eligibility - President and President-Elect: the President and President-Elect must satisfy the additional qualifications of having completed a minimum of two (2) years in the role of a director, Secretary or Treasurer within two years of the nomination.

6.013 Election: The Board of Directors shall elect the officers of the Society.

### 6.02 Duties

All officers of the Society shall have such authority and perform such duties in the management of the Society as may be provided in these Bylaws, the Articles of Incorporation, or as may be determined by resolution of the Board of Directors not inconsistent with the Articles of Incorporation or the Bylaws. More specifically, the officers shall have the following duties:

6.021 President

The President:

- shall be a registered nurse with current ABCGN certification;
- shall represent the Board of Directors and the Society;
- shall preside at all meetings of the Society and of the Board of Directors;
- shall serve as ex-officio member without vote on standing and special committees except the Committee on Nominations and Elections;
- shall terminate committee appointments, subject to the approval of the Board of Directors;
- shall submit to the Board of Directors copies of correspondence pertaining to the affairs of the Society;
- shall submit to the Board of Directors an annual report of the Society; and
- shall serve as liaison between the American Board of Certification for Gastroenterology Nurses and the Society in accordance with policies and procedures established by the Board of Directors.

6.022 President-Elect

The President-Elect:

- shall be a registered nurse with current ABCGN certification;
- shall automatically accede to the presidency when the President's term ends;
- shall become acting President and assume the duties of the office in the event of the President's absence, disability or resignation;
- shall appoint all committee chairs and members with the approval of the Board of Directors, except the members of the Committee on Nominations and Elections; and
- shall serve as an advisory member without vote on standing and special committees and shall also perform such duties as may be delegated by the President or by the Board of Directors.

6.023 Secretary

The Secretary:

- shall be a licensed nurse with current ABCGN certification;
- shall record or cause to be recorded the minutes of all meetings of the Society and the Board of Directors;
- shall furnish through the national office minutes of all meetings to the Board of Directors for approval;
- shall be responsible for notification of officers and directors of meetings of the Board of Directors; and
- shall preserve correspondence, reports, records, Bylaws and the Policy and Procedure Manual of the Society in a permanent file.

6.024 Treasurer

The Treasurer:

- shall be a licensed nurse with current ABCGN certification;
- shall be responsible for the funds of the Society;
- shall be bonded, the cost to be borne by the Society;
- shall keep an accurate record of all receipts and disbursements;
- shall assist in the direction of all financial affairs and sign checks of the Society, in accordance with Section 12.03 of these Bylaws;
- shall present financial reports to the Board of Directors as requested;
- shall present an audited annual report to the members at the annual membership meeting; and
- shall serve as Chair of the Budget, Finance and Audit Committee.

6.025 Immediate Past President: A President, or an acting President, elected by the Board of 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, 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 must maintain current ABCGN certification.

6.03 Term

6.031 President, President-Elect, Secretary or Treasurer: Each elective officer shall serve for one year or until a successor is elected. No person can be elected to consecutive terms as President or President-Elect. Persons elected as Secretary or Treasurer shall not be eligible to serve more than two consecutive terms in the same office.

6.033 Full Term: 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.

6.04 Vacancies

6.041 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.

6.042 President-Elect: If the office of President-Elect becomes vacant, the vacancy shall be filled by the affirmative vote of a majority of the members of the Board of Directors in office. This office shall be filled by a currently seated Board of Directors member who meets the qualifications of President-Elect (see Section 7.02) to serve as acting President-Elect until the end of the term.

6.043 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 a majority of the members of the Board of Directors 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.

6.044 Other Vacancies: If the office of the Secretary or Treasurer becomes vacant, the Board of Directors shall elect by the affirmative vote of a majority of the members of the Board of Directors in office an acting Secretary or Treasurer from among the Board of Directors, who shall serve until the end of the term.

6.05 Incompatibility

Any eligible member may serve 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.

6.06 Removal

Officers elected by the Board of Directors may be removed by the Board of Directors by majority vote of the directors in office, if, in their judgment, the best interests of the Society will be served thereby.

6.07 Records

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

**Article VII: Nominations & Elections**

7.01 Elections

7.011 Annual elections by the members shall be conducted to elect directors of the Board of Directors and the four members of the Committee on Nominations and Elections. Annual elections by the Board of Directors shall be conducted to elect the officers of the Society.

7.02 Eligibility

7.021 Only licensed members are eligible to be elected to be a director, officer or member of the Committee on Nominations and Elections.

7.022 Must have current ABCGN certification.

7.03 Nominations

7.031 Chair of the Committee on Nominations and Elections: The Immediate Past President shall serve as chair of the Committee. If there is no Immediate Past President, the incoming President shall, with the approval of the Board of Directors, appoint the Committee chair.

7.032 Vacancy: A vacancy in the Committee on Nominations and Elections shall be filled by the candidate receiving the next highest number of votes. If there is no such candidate, the Board of Directors shall fill the vacancy by majority vote of the Board of Directors in office.

7.033 Members of the Committee on Nominations and Elections: The Committee shall consist of the Immediate Past President, and four members of the Society not currently serving on the Board of Directors.

7.034 Eligibility: Members of the Nominations & Elections Committee are not eligible to be slated for a Board of Directors position while serving on the Nominations & Elections Committee.

7.035 Nominating Procedures: 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 Board of Directors for approval prior to presenting to the membership.

7.036 Conflict of Interest: To prevent any conflict of interest, no employee of any commercial firm or vendor, be it for-profit or otherwise, may be nominated.

#### 7.04 Election Procedures

The Committee on Nominations and Elections shall recommend procedures for elections, subject to the approval of the Board of Directors. Election of directors and four members of the Committee on Nominations and Elections shall be by vote of the members present in person or represented by proxy at a meeting of the members, or by vote by written ballot, with each member having one vote for each office to be filled. Election of officers shall be by vote of the Board of Directors by the Board members present in person at a meeting of the Board of Directors, or by vote by any other means permitted by these Bylaws, with each Board member having one vote for each officer position 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 of officers, directors and members of the Committee on Nominations and Elections shall be tabulated and communicated to members.

### **Article VIII: Membership Meetings**

#### 8.01 Annual Membership Meeting

The annual meeting of the members shall be held 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. 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 at a special meeting of the members.

#### 8.02 Special Membership Meetings

Special meetings of the 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 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, electronic means, or any combination thereof, 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 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 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 Society with postage thereon prepaid, or when sent by electronic means to the electronic mail address of the member on file with the Society.

#### 8.04 Quorum

Three percent of all voting members or 150 voting members (whichever is less), credentialed in accordance with policies and procedures approved by the Board of Directors of the Society and either present in person or represented by proxy, shall constitute a quorum at any membership meeting.

## 8.05 Voting

8.051 Membership Meetings: Voting shall be conducted in accordance with standing rules adopted by the members in attendance. Voting by written proxy shall be allowed to the extent permitted by applicable law. Proxies may be delivered by regular mail, facsimile, electronic means or any other reasonable medium for transmission of text.

8.052 Written Ballot: Action of the members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. Written ballot includes a ballot transmitted or received by electronic means.

8.053 Voting Requirement: 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 members present and voting at any duly constituted meeting of the membership, including members represented by proxy or voting by written ballot, shall be sufficient to authorize any act by the membership.

## Article IX: Board of Directors

### 9.01 Powers and Eligibility

The affairs of the Society shall be governed and managed by a Board of Directors duly elected by the membership. Directors must each be an active member and a licensed nurse with current ABCGN certification (except for the Executive Director and Chair of the Associates Advisory Group. Directors must have residency in the United States. All Board of Directors members must maintain active membership status while in the role of a Board of Directors member. To prevent any concern for conflict of interest, no employee of any commercial firm or vendor, be it for-profit or otherwise, may be nominated to a Board of Directors position. The Board of Directors 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 of Directors and shall be final and conclusive.

### 9.02 Duties

9.021 Perform all duties entrusted to Directors of a Corporation;

9.022 Develop and abide by the Bylaws and Policies of the Society;

9.023 Supervise and direct the business and financial affairs of the Society;

9.024 Set all dues and fees payable to the Society;

9.025 Develop, monitor and evaluate programs which further the Mission and Strategic Goals of the Society;

9.026 Identify relevant professional issues for presentation to and action by the membership;

9.027 Retain management and staff services as needed to assist in the day-to-day business and financial operations of the Society; and

9.028 Elect the officers of the Board of Directors.

### 9.03 Number

The Society shall have eleven 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, and Immediate Past President by virtue of their offices, serve as directors (with vote) while they continue in such offices. The Chair of the Associates Advisory Group, by virtue of the office, serves as a director (without a vote) while they continue in office.

9.032 Directors-at-Large: Six directors shall be elected from the membership at large and shall serve for terms of two years (with vote). Three of the six directors shall be elected each year. No director-at-large shall serve more than two consecutive full terms. Time served as an ex-officio director or time served fulfilling a vacancy director position shall not be counted in determining the two consecutive terms of a director-at-large.

9.033 Executive Director: The Executive Director shall serve as a member of the Board of Directors, ex-officio, without a vote.

### 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 any three 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 2 days previously thereto by written notice delivered personally or sent by mail or telegram or electronic means to each director at the address as shown by the records of the 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.

9.044 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 voting rights.

#### 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 of Directors.

#### 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 of Directors 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.

#### 9.09 Action Without Meeting

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by two-thirds of the directors then in office. Signature may be by the following methods: manual, facsimile, conformed, or electronic means, or as otherwise permitted by applicable law.

### **Article X: Executive Committee**

#### 10.01 Composition

The Executive Committee of the Board of Directors of the Society shall consist of the President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Executive Director of the Society will be a member of the Executive Committee without vote.

#### 10.02 Duties

The Executive Committee will be charged by the Board of Directors with addressing issues between Board of Directors meetings, subject to limitations imposed by Board of Directors 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 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 Society including, but not limited to, traveling to and from attending meetings of the directors or any Society committee.

## **Article XII: Fiscal Procedures**

### **12.01 Annual Budget**

The Board of Directors 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 Society. Funds to meet this budget are to be provided by the members' dues or through other means commensurate with the purposes of the Society and the laws of the State of Wisconsin regarding Nonstock and Not-for-Profit corporations. The budget shall be developed and monitored by the Budget, Finance and Audit Committee.

### **12.02 Contracts**

The Board of Directors may authorize any officer, agent or agents of the 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 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 Society shall be signed by the Treasurer or, in the absence of the Treasurer, by the President or other officer or person of the 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 Society shall be deposited from time to time to the credit of the 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 Society any contribution, gift, bequest or devise for any purpose of the Society.

### **12.06 Fiscal Year**

The fiscal year of the Society shall be established by the Board of Directors.

## **Article XIII: Committees**

### **13.01 Standing Committees**

13.011 The Society shall have the following Standing Committees Articles and Bylaws, Budget, Finance and Audit, Education, House of Delegates, Nominations and Elections, Practice, Program, Regional Societies, and Research.

13.012 The members of the Committee on Nominations and Elections shall be elected pursuant to the article on Nominations and Elections in these Bylaws.

13.013 The other standing committees and their chairs shall be appointed by the President-Elect with the approval of the Board of Directors. All chairs must be licensed nurses and voting members of the 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 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 Society, and the President of the 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 Society shall be served by the removal.

#### **Article XIV: Regional Societies Committee**

##### 14.01 Regional Societies

Regional Societies formed of persons active in the fields of gastroenterology and/or endoscopy nursing may be recognized by the Society. Each Regional Society must conform to guidelines approved by the Board of Directors.

##### 14.02 Regional Societies Committee

The President-Elect shall appoint a member of the Board as chair of the Regional Societies Committee.

##### 14.03 Regional Societies Committee Functions

The Regional Societies Committee shall, in accordance with policies and procedures established by the Board of Directors:

- encourage the formation of Regional Societies;
- recommend guidelines for Regional Societies and for their recognition by this Society;
- reserve and review all applications for charters for Regional Societies;
- determine whether any applicant for a Regional Society charter is eligible for the charter; and
- submit each application with its recommendations for or against approval to the Board of Directors.

The Regional Societies Committee shall have such additional duties as the Board of Directors shall from time to time determine.

#### **Article XV: Special Interest Groups**

15.01 The Board of Directors has the power to establish and approve Special Interest Groups of the Society.

15.02 The purpose of the Special Interest Groups is to stimulate and promote interest in selected areas of gastroenterology and/or endoscopy nursing. They shall serve to promote:

- dialogue between Society members in areas of interest;
- education in subspecialties and areas of special interest; and
- research in subspecialties and areas of special interest.

15.03 The governance of each Special Interest Group will be in compliance with the Bylaws of the Society and must be approved by the Board of Directors. Each Special Interest Group's governance methodology shall be documented as recommended in the relevant policies and procedures of the Society.

15.04 Membership in the Special Interest Groups shall be open to all members of the Society. Attendance at any Special Interest Group educational meeting shall also be open to any Society member, in accordance with established policies and procedures.

15.05 A Special Interest Group may not independently establish separate additional dues as a requirement for participation in its activities. The amount of any additional dues, if necessary, shall be determined by, and only by, the Board of Directors.

15.06 The Executive Director of the Society shall provide assistance to the Special Interest Groups in carrying out their businesses as appropriate and as budgeted from time to time by the Board of Directors.

15.07 Dissolution of any Special Interest Groups shall be conducted in accordance with policies and procedures adopted by the Board of Directors.

#### **Article XVI: Headquarters**

##### 16.01 Offices

The location of the principal national office of the Society shall be designated by the Board of Directors. The Society shall maintain a registered agent in the State of Wisconsin.

## 16.02 Books and Records

The 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 at the principal office 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 Society may be inspected by any member or the member's agent or attorney for any proper purpose at any reasonable time.

## 16.03 Executive Director

The Board of Directors may engage the services of an Executive Director. The Executive Director shall perform the duties stipulated by contract with the Society and shall perform additional duties assigned by the Board of Directors pursuant to contract. The Executive Director shall supervise any other employees, contractors, consultants, vendors, etc., hired by or on behalf of the Society. The Executive Director shall serve as a member of the Board of Directors, ex-officio, without vote. The Executive Director shall also serve as a member of the Executive Committee of the Board of Directors, ex-officio, without a vote.

## **Article XVII: Publications**

### 17.01 Journal Publication

The Society shall publish a journal which shall include articles of professional interest to persons engaged in the fields of gastroenterology and/or endoscopy nursing.

18.011 Editor & Editorial Board of Directors: The President shall, with the approval of the Board of Directors, appoint an Editor who shall perform the duties stipulated by contract. The Editor shall, with the approval of the Board of Directors, appoint an Editorial Board of Directors consisting of at least six members.

### 17.02 Other Publications

In accordance with established policies and procedures, the Society shall issue other official publications as determined to be within the scope of the Society's purposes.

## **Article XVIII: Seal**

The Board of Directors may determine that the Society shall have a seal to be in such form as the Board of Directors shall approve or may determine that the Society shall have no seal.

## **Article XIX: Waiver of Notice**

Whenever any notice is required to be given under the provisions of Wisconsin law or under the provision of the Articles of Incorporation of the 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 XX: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the 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 Society may adopt.

## **Article XXI: Indemnification and Insurance**

### 21.01 Indemnification

The Society shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an officer of the Society, as a member of the Board of Directors of the Society, as a member of any duly authorized committee of the Society, or as an employee of the 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 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.

#### 21.02 Insurance

The Society of Gastroenterology Nurses and Associates, Inc. may purchase insurance to protect the officers, directors, committee members and members, the staff and the Society of Gastroenterology Nurses and Associates, Inc. against liability.

### **Article XXII: Dissolution**

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

22.011 All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.

22.012 After the liabilities and obligations of the Society are paid pursuant to Section 23.011 of these Bylaws, the Society shall distribute any remaining assets in accordance with the Wisconsin Nonstock Corporation Law.

22.013 If any assets shall remain after the provisions of Sections 23.011 and 23.012 of the Bylaws have been complied with, any remaining assets shall be distributed to one or more educational, charitable, scientific or philanthropic organizations engaged in activities substantially similar to those of the Society.

22.02 The Society shall adopt a plan of distribution pursuant to the Wisconsin Nonstock Corporation Law which shall provide for the distribution of the assets of the Society as set forth in this Article. The plan of distribution shall be adopted by a majority vote of the directors in office.

### **Article XXIII: Amendment of Bylaws**

#### 23.01 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. 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 recommendation.

#### 23.02 At Annual Meeting

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

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

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

#### 23.03 Between Annual Business Meetings

In the absence of, or between Annual Business Meetings, Amendments to the Bylaws may be submitted to the Board of Directors at a special meeting called for such purpose.

#### 23.04 By Written Petition

Amendment to the Bylaws may be proposed by written petition signed by at least fifty (50) members of the then total voting membership and delivered to the Board of Directors 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.

***Revised and approved May 11, 2021***