

**PROFESSIONAL NURSES  
ASSOCIATION OF SOUTH CENTRAL  
NEW YORK  
BYLAWS**

**Article I**  
**NAME, PURPOSE AND FUNCTIONS**

- Sec. 1. The name of the association shall be Professional Nurses Association of South Central New York, Inc. hereafter referred to as the Association. Membership shall comprise the counties of Broome and Tioga Counties and surrounding communities.
- Sec. 2. The purpose of the Association shall be to foster high standards of nursing practice, to meet the health needs of the community, and to promote the welfare, professional and educational advancement of nurses.
- Sec. 3. Function of the Association shall include:
- a. Promote nursing and health services of a nature commensurate with human needs.
  - b. Promote high standards of nursing education, practice, service and research.
  - c. Promote adherence to ethical standards as stated in the Code for Nurses of the American Nurses' Association.
  - d. Conduct legislative activities that will ensure and protect the public's health.
  - e. Provide and promote continuing education programs for nurses.
  - f. Act and speak for nurses and nursing.
  - g. Represent nurses and nursing to the public.

**Article II**  
**MEMBERS - DUES - DISCIPLINARY ACTION**

- Sec. 1. Member Qualifications

A member is one:

- a. Who has been granted a license to practice as a registered nurse in at least one state, territory, or possession, or District of Columbia of the United States or is otherwise lawfully so entitled to practice and does not have a license under suspension or revocation in any state (Rev. 4/90) and
- b. Whose application for membership has been accepted in accordance with Association policy, and

- c. Who has paid the current dues and who has not been suspended or expelled by the New York State Office of the Professions of the State Education Department. (Rev. 4/90)

Sec. 2. Dues

- a. Annual dues are established by the Board of Directors. (Rev. 11/19)
- b. Annual dues establish membership for 12 consecutive months.
- c. Membership shall be terminated, and all rights forfeited if dues are not paid as required by Association policy.

Sec. 3. Disciplinary Action

- a. Members shall be subject to reprimand, censure, suspension, or expulsion for violation of the Code for Nurses or for violation of these bylaws or for conduct detrimental or injurious to the Association or its purposes, in accordance with established policy.
- b. A member may apply for reinstatement in accordance with established policy.

**Article III**  
**OFFICERS AND DUTIES OF OFFICERS**

- Sec. 1. a. The officers shall be a president, vice president, secretary, treasurer, and president-elect or president ex-officio. (Rev. 9/98)

- Sec. 2. a. The vice president and the secretary shall be elected in the even numbered fiscal years for a two-year term or until their successors are elected. (Rev. 11/19)
- b. The president-elect and the treasurer shall be elected in the odd numbered fiscal years. The treasurer shall be elected for a two-year term or until his/her successor is elected. The president-elect shall be elected for a one-year term or until his/her successor is elected. After serving that one-year term, the president-elect shall become president for a two-year term, or until a successor is elected, and then ex-officio to the board for a one-year term. (Rev. 11/19)

- Sec. 3. Officers shall be elected by ballot at the Annual Meeting. Each term of office shall begin at the first of the year that follows the election (Rev. 11/19)

- Sec. 4. No member shall hold more than one office at a time.

Sec. 5. Officers shall perform the duties usually performed by such officers, duties specified in these bylaws, and duties designated by the Board of Directors.

Sec. 6. Vacancies

- a. In the event of a vacancy occurring in the office of president, the president-elect shall serve as president for the remainder of the president's term and then shall become the president.
- b. In the event of a vacancy occurring in the office of the president-elect, the vice president shall serve as the president-elect for the remainder of the president-elect's term. This shall not be construed to mean that the vice president shall become the president-elect when this term of office is completed.
- c. Officers and Directors are expected to attend at least fifty per cent (50%) of the regular meetings of the Board of Directors. Unexcused absences from two (2) consecutive regular meetings of the Board of Directors shall be cause for consideration to declare a vacancy in the Board or Officer position. Such vacancy shall be formally declared by a majority vote of the Board of Directors. (Rev. 11/19)
- d. Should a vacancy occur in the position of a Board of Director, the Board may appoint an interim Director to serve until the next election. (Rev. 11/19)

**Article IV**  
**BOARD OF DIRECTORS**  
**EXECUTIVE COMMITTEE**

Sec. 1. There shall be a Board of Directors consisting of five (5) officers, six (6) elected directors and the immediate past-president who shall act as ex-officio (Rev. 11/95). Directors shall be elected by ballot at the Annual Meeting. Two (2) Directors shall be elected each year for a term of three (3) years or until their successors are elected. (Rev.11/19)

Sec. 2. The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of the Association. It is authorized, by provisions of applicable law, to do all things appropriate and necessary for the development and perpetuation of the Association.

Sec. 3. Function of the Board of Directors shall include:

- a. Transact the business of the Association.
- b. Establish major corporate policies.

- c. Adopt an annual budget and provide for the auditing of accounts by an independent reviewer as deemed necessary. (Rev. 9/98)
- d. Employ an executive secretary, define responsibilities, and provide compensation for such services.
- e. Appoint committee chairpersons.
- f. Fill all vacancies except those specified under Article III, Section 6.
- g. Hold a minimum of five (5) meetings per year on a date agreed upon by the Board of Directors.
- h. Call special meetings of the Board at the discretion of the president or any Board member with notification of all Board members.

Sec. 4. The five (5) officers shall constitute an Executive Committee of the Board of Directors and shall have the powers of the Board of Directors to transact business of an emergency nature between regular meetings.

Sec. 5. The position of ex-officio is that of advisor to the Board in matters of bylaws and Association policies. This position will carry the same responsibilities of the Board of Directors, including attendance and voting privileges. (Rev. 11/19)

## **Article V MEETINGS**

Sec. 1. Regular meetings of the Association shall be held in the months of January, March, May and September unless otherwise determined by the Board of Directors. (Rev. 11/19)

Sec. 2. The annual meeting shall be held in the month of November, unless otherwise determined by the Board of Directors. (Rev. 11/19)

Sec. 3. The voting body at each regular and annual meeting shall be current members. Each member shall have one (1) vote. A member may vote in writing or may designate in writing another member as a proxy to vote on his/her behalf each year. A member shall deliver (or cause to be delivered) his/her written vote or proxy to the Board of Directors prior to or at the meeting. Proxies shall expire one (1) year after they are executed. (Rev 12/16).

Sec. 4. The quorum for a regular or annual meeting shall be ten percent (10%) of the members present. (Rev. 11/19)

Sec. 5. Special meetings may be called by the president upon a two-thirds vote of the Board of Directors and shall be called by the president upon written request of not less than 10 members.

Sec. 6. Quorums

- a. A majority of the members of the Board of Directors including committee chairs shall constitute a quorum at any meeting of the Board of Directors. (Added 6/21)
- b. A majority of any standing or special committee shall constitute a quorum.

## **Article VI COMMITTEES**

Sec. 1. Committees shall be composed of members of this Association and shall assume such duties as are specified in these bylaws or as are assigned by the Board of Directors. Standing Committees shall report to the Board of Directors when requested.

Sec. 2. Chairpersons of Standing Committees, except for Nominating Committee, shall be appointed following the Annual Meeting by the Board of Directors to serve until the next Annual Meeting or until their successors are appointed. Each chairperson shall be responsible for appointing his or her committee members. The president shall be an ad hoc member of all committees except the Nominating Committee. (Rev. 11/19)

Sec. 3. Other committees may be appointed by the Board of Directors when necessary.

Sec. 4. Committees:

- a. The Bylaws Committee shall review and evaluate existing bylaws, consider changes suggested by members and prepare proposed amendments for approval by the Board of Directors for submission to the voting body. The committee also shall review the rules of organizational units to ensure that they are not in conflict with these bylaws. (Rev. 11/19)
- b. The Finance Committee shall prepare the annual budget, review the financial status of the association, and report same to the Board of Directors. The Treasurer shall be the chairperson.
- c. In the absence of a Legislation Committee, the Board of Directors and Executive Committee shall study and evaluate proposed legislation and advise the Board and membership as to actions necessary to promote desired legislative goals. (Rev. 11/19)

- d. The Education/Practice Committee shall promote understanding and adherence to ethical, professional, and legal standards of nursing practice; shall consider matters affecting all facets of nursing practice; shall consider matters affecting all facets of nursing education and shall be responsible for planning programs to be presented at Association meetings.
- e. The Public Relations/Membership Committee shall study, evaluate, and devise plans relating to membership promotion, recruitment, and retention and shall promote recognition and visibility of nurses and nursing activities in the community.
- f. Annually, the Nominating Committee (either elected at the Annual Meeting or appointed by the Board of Directors) shall inform members of the offices to be filled, request suggestions from the membership and prepare a ballot of the nominees for each office to be filled. (Rev. 11/19)
- g. Officially approved committee chairs recognized by the Executive Committee and Board of Directors shall be allowed voting privileges at all Board meetings. They will be considered part of the quorum for voting. (Add. 6.23.21).

## **Article VII ORGANIZATIONAL UNITS**

- Sec. 1. The Board of Directors may establish organizational units in clinical and functional areas, upon demonstration of interest and need.
- Sec. 2. The Board of Directors may dissolve an organizational unit when the need or interest no longer is demonstrated.
- Sec. 3. The rules, activities, and policies of each unit shall be in accord with those of this Association.

## **Article VIII ELECTIONS**

- Sec. 1. Election of officers and directors shall be by ballot at the Annual Meeting by eligible members voting in person or by proxy. (Rev.12/16)
- Sec. 2. The president shall appoint tellers and determine the time during which the polls are open.
- Sec. 3. Following presentation of the ballot by the Nominating Chair, the president shall call for nominations from the floor. A nomination from the floor must be accompanied by a consent to serve if elected. (Rev. 11.19)

Sec. 4. A plurality vote shall constitute an election of a nominee. In case of a tie vote, there shall be another vote by the members for the position. If still tied after the second vote, the election shall be decided by drawing straws. (Rev. 12/16)

Sec. 5. Ballots and records of the election shall be preserved for one (1) year.

#### **Article IX FISCAL YEAR**

The fiscal year of this Association shall begin on the first (1<sup>st</sup>) of January and end on the thirty-first (31<sup>st</sup>) of December. (Rev. 11/19)

#### **Article X OFFICIAL ORGAN**

The Board of Directors shall designate the official publication of this Association. Information carried therein shall constitute official notification to the membership. (Rev. 11/19)

#### **Article XI PARLIAMENTARY AUTHORITY**

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

#### **Article XII AMENDMENTS**

Sec. 1. These bylaws may be amended at the annual meeting by a majority vote of the members present and voting. Proposed amendments shall be available at the meeting. (Rev. 11/19)

Sec. 2. These by-laws may be amended without previous notice at any regular meeting by a two-thirds (2/3) vote of the members present who are entitled to vote and voting.

#### **Article XIII DISSOLUTION**

In case of dissolution of this Association, all assets remaining after payment of authorized expenditures shall be distributed to an organization or organizations which qualify for tax exemption as provided for under the Internal Revenue Laws of the USA; no part to be distributed to any individual or member.