

## **BYLAWS**

### **SOUTHWESTERN PENNSYLVANIA ORGANIZATION OF NURSE LEADERS**

#### **ARTICLE I - NAME**

This organization shall be called the Southwestern Pennsylvania Organization of Nurse Leaders (SWPONL).

#### **ARTICLE II**

##### **PURPOSE**

The purpose of the Southwestern Pennsylvania Organization of Nurse Leaders is to promote excellence in the practice of nursing administration while promoting high-quality, cost effective patient-care delivery systems, through education, networking, supporting research in nursing, and advancing the practice of nursing administration.

The organization exists exclusively for charitable, scientific and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer or other individual.

#### **ARTICLE III - MEMBERSHIP**

Section 1. The Southwestern Pennsylvania Organization of Nurse Leaders shall consist of full members and associate members. Application for Full or Associate Membership shall be made in writing to the association.

##### **A. Full Members**

Membership will be registered nurse (RN) leaders in administration/management positions who are accountable for strategic, operational, management, and performance outcomes in organizations.

##### **B. Associate Members**

Associate members shall consist of future nursing leaders, including R.N. students in a graduate program.

##### **Section 2. Dues**

The amount and the time for payment of annual dues for each class of membership shall be determined from time to time by the Board of Directors of the Association. Initial dues are payable upon acceptance of membership. Annual dues are payable upon receipt of the annual dues notifications. Any eligible member whose dues are delinquent forfeits his/her voting rights in the Corporation until said dues have been paid.

##### **Section 3. Establishment of Membership**

Membership in SWPONL shall become effective after an individual has completed an application, met the criteria for membership in the appropriate category, paid membership dues and has approval of the Membership Committee.

Annual - The membership term shall be January 1 to December 31 of each year.

New - Upon approval of the Executive Committee the individual will be considered a member from the date until December 31 of that year. Any individuals joining after July 1 will be billed 1/2 the annual dues.

Transfer of Membership – Membership in SWPONL shall be transferable when the membership is paid for by the healthcare entity and when there is a change in the employment status of the member. The entity may request the transfer of membership for the incoming person if the individual meets membership criteria.

#### Section 4. Term of Membership

A. Unless a shorter term shall be specified by the other members at the time of his election, the term of any membership shall be life so long as the requirements for memberships continue to be fulfilled.

B. Termination may occur by any of the following:

1. Resignation - A member may at any time resign from SWPONL by submitting a resignation in writing to the Membership Committee.
2. Nonpayment of Dues - Membership in SWPONL shall be terminated for nonpayment of dues no later than 60 days after such dues were due and payable.
3. Change of Membership Status with the SWPONL - Change of status of full or associate members shall take place upon notification by the individual and approval by the Board of Directors.

### **ARTICLE IV - MEETINGS**

Section 1. Frequency of Meetings  
SWPONL shall meet at least two (2) times a year.

Section 2. Annual Meeting  
There shall be an annual meeting for the transaction of affairs of SWPONL. The time and place of the annual meeting shall be designated by the Board of Directors and shall be one of the meetings of each year.

Section 3. Special Meetings  
Special meetings may be called by the Board of Directors of SWPONL. Such special meetings shall be limited to consideration of subjects listed in the official notice unless it is otherwise ordered by the unanimous consent of the members present and voting.

Section 4. Notice of Meetings  
The President of SWPONL shall notify the membership by mail of annual or special meetings no less than 30 days prior to the date of the meetings.

Section 5. Order of Business  
The order of business meetings shall be as provided by the Board of Directors. Where an order is not so provided, and when it is not otherwise expressly provided for in these bylaws, meetings shall be governed by Robert's Rules of Order, Revised.

Section 6. Voting

A. All full members of SWPONL shall be entitled to one vote. Associate members are ineligible to vote. A simple majority will determine the result.

B. Ballot Vote - Between scheduled meetings, the Board of Directors may refer to the members by ballot vote on any issue of importance. A simple majority vote of those ballots returned shall determine the results.

Section 7. Quorum

A quorum shall consist of not less than ten percent of members eligible to vote.

**ARTICLE V- OFFICERS**

Section 1. Officers

The officers of SWPONL shall be President, President-Elect, Immediate Past-President and Secretary/Treasurer. The President-Elect shall be elected by the voting members each year. The Secretary/Treasurer shall be elected by the voting members every two years. The President succeeds to the position the year after being elected as President-Elect. The Immediate Past President succeeds to the position the year after being elected as President.

Section 2 Term of Office

The President shall serve for a term of one year. The President-Elect shall serve for a term of one year. The President-elect succeeds to the office of President at the end of the one-year term as President-elect.

The President becomes Past President, the President-elect becomes the President, the newly elected President-elect takes office on January 1.

The Secretary-Treasurer shall serve a two (2)-year term.

No officer shall exceed two (2) consecutive terms in any one office or a total of six (6) consecutive years on the Board of Directors.

Section 3. Election

The election of President-Elect and Secretary/Treasurer will be conducted by mail. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, together with a resume of each candidate, shall be mailed to each member not less than thirty days prior to the Annual Meeting. Tabulation of the votes shall be directed by the Chairman of the Nominating Committee and the results of the election shall be communicated to the membership at the Annual Meeting.

Section 4. Duties

A. President - The President shall:

- (1) be the chief executive officer of the Organization;
- (2) preside at all meetings of SWPONL;
- (3) serve as Chairman of the Board of Directors;
- (4) supervise the activities of SWPONL in accordance with the policies and directives approved by the Board of Directors

- (5) perform such other duties as may be authorized from time to time by the Board of Directors, and
- B. President-Elect - The President-Elect shall:
  - (1) in the absence or incapacity of the President or refusal to act, perform all duties and assume all responsibilities of the President;
- C. Immediate Past President - The Immediate Past-President shall:
  - (1) serve on the Board of Directors
- D. Secretary/Treasurer - The Secretary/Treasurer shall:
  - (1) manages the finances and financial records of SWPONL and may permit an outside accountant to maintain the records under the Secretary/Treasurer's purview;
  - (2) perform duties as may be ordered by the Board of Directors.
  - (3) prepare and submit an Annual Budget for review by the Board of Directors.
  - (4) manage the funds of the Organization as prescribed by the Board of Directors.
  - (5) serves as the designated Parliamentarian.

Section 7. Vacancies

All officers shall hold office for their designated term and until his successor has been elected or appointed and qualified. Any officer may be removed by two-thirds vote of the Board of Directors or a majority vote of the voting members whenever in the judgment of the Board of Directors or voting members, as the case may be, the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not itself create contract rights. Vacancies in any office arising from any cause, may be filled, by the Board of Directors at any regular or special meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

**ARTICLE VI - BOARD OF DIRECTORS**

Section 1. Power of the Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Eligibility

Each elected member of the Board of Directors shall be a member in good standing. Only one member from each agency can serve as Officer of the Board of Directors at any one period of time. If a sufficient number of volunteers from separate agencies cannot be found to fill the slate, then additional officers from the same agency may be placed on the ballot by a 2/3 vote of the Board of Directors whenever the Board of Directors judges that the best interest of the association will be served by having a complete slate of officers.

Section 3. Composition

The Board of Directors shall consist of the President, President-elect, Secretary/Treasurer, Immediate Past President, and nine members at large. The number of directors may be increased or decreased from time to time by amendment to the bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than 5.

#### Section 4. Term

The President, Immediate Past President, and President-elect shall serve for a term of one year. The Secretary/Treasurer shall serve a (2) two-year term. Members-at-large shall serve for a term of three years. All terms expire on December 31 of the appropriate year.

#### Section 5. Election of Members-at-Large

The election of members-at-large shall be conducted by mail. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, together with a resume of each candidate, shall be mailed to each member not less than thirty days prior to the Annual Meeting. Tabulation of the votes shall be directed by the Chairman of the Nominating Committee and the results of the election shall be communicated to the membership at the Annual Meeting.

#### Section 6. Meetings

The Board of Directors of SWPONL shall meet no less than two times a year upon receipt of formal notice from the President. Additional meetings may be called by the President. Conference calls may be substituted for and will fulfill the requirements of any meeting.

#### Section 7. Vacancies

- A. Unexpired Term - The President shall have authority to fill any vacancy that may occur, other than a vacancy in the office of the President-Elect, by appointment of a member for the unexpired term, subject to approval by the Board of Directors.
- B. Expired Term - In the event the ballot is unable to be completed for a vacant office, the President shall appoint members to fill expired vacancies, subject to the approval of the Board of Directors.

#### Section 8. Quorum

Six members shall constitute a quorum.

#### Section 9. Attendance

Should a member of the Board of Directors be absent for two (2) consecutive meetings of the Board of Directors of SWPONL without prior notification to the President, that member will be considered as voluntarily resigning from the Board of Directors and may be replaced by an appointment by the President of SWPONL according to the bylaws.

#### Section 10. Informal Action by Directors: Meetings by Conference Telephone.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means or communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presences in person at the meeting.

## **ARTICLE VII – COMMITTEES**

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have an exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

## **ARTICLE VIII–MISCELLANEOUS**

### **Section 1. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

### **Section 2 Checks, Notes and Contracts**

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### **Section 3 Books and Records to be Kept**

The Corporation shall keep (1) correct and complete books and records of account, (2) minutes of proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

### **Section 4. Indemnification and Insurance**

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of such duty to the Corporation.

Amounts paid in indemnification or expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of facts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") . Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code.

If any part of this article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### Section 5. Loans to Directors and Officers

No loans shall be made by the Corporation to its directors or officers.

**ARTICLE IX- AMENDMENTS**

At any general meeting, any member may suggest, in the form of a motion, a revision or any amendment to these Bylaws. Such a motion can be discussed, but must be tabled, until the next regular scheduled meeting. In the interim, the motion shall be reviewed by the Bylaws Committee and the Board of Directors and be distributed to the membership at least seven (7) days prior to the next regular scheduled meeting. A vote on the motion, as proposed, shall take place at the next regular scheduled meeting.

**ARTICLE X – DISSOLUTION**

In the event of the dissolution of SWPONL, and after payment of all just debts and liabilities, the President, President-Elect and Treasurer shall recommend to the Board of Directors a fair and just settlement of all remaining assets subject to the approval of the Board of Directors. If there are funds remaining after all debts are settled these funds shall be awarded to the organization of the board's choice.

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