

**BY-LAWS**

**THE GENESEE VALLEY NURSES ASSOCIATION**

**DISTRICT #2**

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## **BY-LAWS**

<b>Article I</b>	<b>Title &amp; Function</b>	<b>Page 1</b>
<b>Article II</b>	<b>Members</b>	<b>Page 1</b>
<b>Article III</b>	<b>Officers &amp; Directors</b>	<b>Page 2</b>
<b>Article IV</b>	<b>Board of Directors</b>	<b>Page 2-3</b>
<b>Article V</b>	<b>Meetings</b>	<b>Page 3</b>
<b>Article VI</b>	<b>Standing Committees</b>	<b>Page 4</b>
<b>Article VII</b>	<b>Nominations</b>	<b>Page 4-5</b>
<b>Article VIII</b>	<b>Elections</b>	<b>Page 5</b>
<b>Article IX</b>	<b>Ad Hoc Committees</b>	<b>Page 5</b>
<b>Article X</b>	<b>Constituent Status</b>	<b>Page 5-6</b>
<b>Article XI</b>	<b>Official Organ</b>	<b>Page 6</b>
<b>Article XII</b>	<b>Parliamentary Authority</b>	<b>Page 6</b>
<b>Article XIII</b>	<b>Amendments</b>	<b>Page 6</b>

## **Article I - TITLE & FUNCTION**

### ***Section 1.***

- a. The name of this Association shall be Genesee Valley Nurses Association, District II, New York State Nurses Association, Inc. and is also the 2nd District of the New York State Nurses Association, which shall comprise the counties of Allegany, Livingston, Monroe, Ontario, Seneca, Wayne and Yates.
- b. Hereinafter Association shall refer to Genesee Valley Nurses Association, District II, New York State Nurses Association, Inc.

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

The purpose of this Association shall be to foster high standards of nursing practice, and promote the professional and educational advancement of nurses.

### ***Section 3.***

The functions of this Association shall be to:

- a. Promote, through appropriate means, standards of nursing practice, nursing education, nursing research, and nursing services as defined by the American Nurses Association;
- b. Advocate legislative activities that supports the purpose of the Association;
- c. Represent nurses and nursing to the public;
- d. Promote adherence to ethical standards as stated in the Code for Nurses of the American Nurses Association;
- e. Provide for and promote continuing education in nursing.

## **Article II - MEMBERS**

### ***Section 1.***

- a. A member is one who has been granted a license to practice as a registered professional nurse in at least one (1) state, territory or possession of the United States and does not have a license under suspension or revocation in any state and has not been suspended by this Association and/or the New York State Nurses Association.
- b. A member is one whose application for membership has been accepted in accordance with Association policy.
- c. An associate member is a graduate nurse who graduated from a registered professional nursing program and is awaiting state licensure, or a nursing student who is currently enrolled in a registered professional nursing program. An associate member is considered a participating member of the Association with the exception of making motions, voting, or holding office.
- d. Membership discrimination based on race, color, creed, ancestry, religion, national origin, sex, age, disability, sexual orientation, or status as a veteran is prohibited.

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

- a. Annual dues are established by the voting body
- b. Annual dues provide membership for twelve (12) consecutive months.
- c. Membership shall be terminated if dues are not paid as required by this Association.

**Article III - OFFICERS, DIRECTORS & EX-OFFICIO MEMBERS OF THE BOARD OF DIRECTORS**

***Section 1.***

- a. The officers of this Association shall be a president, president-elect every other year, secretary, and treasurer. These officers shall perform the duties usually performed by such officers, as prescribed in these by-laws, and those designated by the Board of Directors.
- b. There shall be five (5) Directors. These Directors shall perform the duties usually performed by such Directors, prescribed in these by-laws, and those designated by the Board of Directors.
- c. The Immediate Past President will be an ex-officio, non-voting member of the Board of Directors.

***Section 2.***

- a. The officers and five (5) directors shall be members of this Association. The President and President-elect shall be a member of the New York State Nurses Association.

***Section 3- Terms of Office***

- a. The treasurer, the Board Member serving as liaison for the Membership Committee, and the Board Member serving as liaison for the Legislative Committee shall be elected in the even numbered years for a two (2) year term or until their successors are elected.
- b. The secretary, the Board Member serving as liaison for the Program Committee, the Board Member serving as liaison for the Communications Committee, and the new graduate nurse Board Member shall be elected in the odd numbered years for a two (2) year term or until their successors are elected.
- c. The President-Elect shall be elected in the even numbered years for a one (1) year term. The President-elect shall then become President for a two (2) year term.
- d. No member may hold more than one (1) office at a time and no Officer or Director shall be eligible to serve more than two (2) consecutive terms in the same office nor more than eight (8) consecutive years. Service for a portion of a term greater than half shall be considered a term.
- e. The term of office shall begin at the close of the annual meeting at which they are elected.
- f. The Past President will serve for the one (1) year immediately following his/her term of office as President.
- g. If a position becomes vacant or is created at any time, the Board appoints a member to that position until a successor is elected.

***Section 4.***

- a. No Officer or Director shall be compensated for services as an Officer or Director of this Association.
- b. No paid staff member of this Association shall serve as an Officer or Director this Association.

**Article IV - BOARD OF DIRECTORS**

***Section 1.***

The Officers and the five (5) Directors shall constitute the Board of Directors and the President shall be the chair.

***Section 2.***

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

***Section 3.***

Meetings of the Board of Directors shall be held on a regular basis. Business of an emergency nature may be transacted via telephone and electronic communication (e-mail) as needed.

***Section 4.***

The quorum at each Board of Directors meeting shall be a majority six (6), three (3) of whom shall be officers.

**Section 5.**

One member of the Board of Directors shall be a new graduate nurse (licensed for less than 2 years at the time of their election). This position shall be elected in the odd years. This member of the Board of Directors is considered a member-at-large.

**Section 6.**

The four (4) members of the Board of Directors shall be elected to serve as liaisons to specific standing committees: Membership, Legislative, Communications, and Program Committees.

**Section 6.**

Functions shall be to:

- a. Transact the general business of the Association;
- b. Establish major administrative policies governing the affairs of this Association and devise measures for this Association's growth and development;
- c. Provide for the maintenance of Association headquarters;
- d. Adopt an annual budget and provide for the auditing of accounts by an independent certified public accountant;
- e. Appoint an Administrative Secretary.
- f. Determine Officers and other persons to be bonded, fix the amount of bond and approve same;
- g. Appoint committee chairs except Nominating Committee;
- h. Provide for the establishment and dissolution of ad hoc committees to meet clinical or occupational interests as the need arises;
- i. Fill vacancies in any office except those in the Office of President. A vacancy in the Office of President shall be filled by the President-elect for the remainder of term. In the year there is no President-Elect, a vacancy in the office of the President will be appointed by a majority vote of the Board of Directors;
- j. Fill any vacancies on the Nominating Committee;
- k. Ask for the resignation of any elected or appointed person who fails to carry out his/her designated function without reasonable cause, as determined by the Board;
- l. Approve all programs which this Association co-sponsors with other organizations.

**Section 6.**

The Officers shall constitute an executive committee of the Board of Directors and shall have all the powers of the Board of Directors to transact business of an emergency nature between regular meetings.

**Section 7.**

In the absence of the President, the President-elect presides and performs the duties of the President.

**Article V - MEETINGS**

**Section 1.**

This Association shall meet three (3) times per year: during the Fall, Winter, and Spring unless otherwise determined by the Board of Directors.

**Section 2.**

Special meetings of this Association may be called by the President upon a majority vote of the Board of Directors and shall be called by the President upon the written request of fifteen (15) members of this Association.

**Section 3.**

The voting body of each Association meeting shall be members holding current, valid membership. Each member shall have one (1) vote and there shall be no proxy voting.

**Section 4.**

The quorum for an Association meeting shall be twenty (20) members including two (2) members of the Board of Directors, one (1) of whom must be the President, President-elect or Past President.

## **Article VI - STANDING COMMITTEES**

### ***Section 1.***

Standing Committees shall be composed of at least three (3) members, one (1) of whom shall be the chair.

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

Chairs of the following standing committees shall be appointed/reappointed by the Board of Directors each January for one year: Awards, By-Laws, Finance, Program, Legislative, Membership, and Communications.

### ***Section 3.***

The President shall be an ex-officio member of all standing committees.

### ***Section 4. Functions of Standing Committees:***

- a. **Awards Committee** shall promote and coordinate nominations for annual Association awards. The committee shall promote nominations for New York State Nurses Association and American Nurses Association awards and appointments. Recommendations for Honorary Recognition are made by the Board and voted on at any annual Association meeting. Unanimous vote is needed.
- b. **By-Laws Committee** shall review and evaluate existing by-laws every 2 years, consider changes suggested by members and prepare proposed amendments for approval by the Board of Directors for submission to the voting body. The committee shall review the functions of committees to ensure that they are not in conflict with these by-laws. The Past President shall serve as the chair of this committee.
- c. **Finance Committee** composed of the Executive Committee and chaired by the Treasurer shall prepare an annual budget for the fiscal year, recommend expenditures and investments of funds and identify additional financial needs.
- d. **Legislative Committee** shall assist in promoting and interpreting the NYSNA legislative program; study proposed local, state, and federal legislation for its implication for nurses, nursing and health care delivery; and advise the Board of Directors to promote desired membership as to actions necessary to promote desired legislative goals.
- e. **Membership Committee** shall assess needs and devise and implement plans relating to membership promotion including the new graduate nurse program, recruitment and retention; review membership materials and submit recommendations to the Board of Directors.
- f. **Program Committee** shall plan, implement, and evaluate programs designed to inform Association membership about current issues relevant to nursing practice and/or health care delivery for general membership meetings and annual meetings, and develop collaborative programs with other nursing associations.
- g. **Communications Committee** shall plan and implement activities to promote a favorable relationship with the public. These should include, but not be limited to activities which enhance the image of nursing and the role of nursing in the delivery of health care. Also responsible for the production of *GVNA VIEWS*, the association newsletter, and the GVNA website.

## **Article VII- NOMINATIONS**

### ***Section 1.***

- a. The Nominating Committee shall consist of four (4) members, two (2) of whom shall be appointed by the Board of Directors annually for a two-year term.
- b. Members of the Nominating Committee are not eligible to hold office during their term on the Committee and not eligible to place their name on the ballot that they are preparing.

06

**Section 2.**

The Nominating Committee shall advise the members of this Association of the offices to be filled and request from them the names of members qualified, eligible and willing to serve if elected. The Nominating Committee shall prepare a ticket of at least two (2) members for each office to be filled. The ticket shall be presented to the Board of Directors and to the membership.

**Article VIII - ELECTIONS**

**Section 1.**

Election of Officers, and Directors shall be by secret ballot.

**Section 2.**

The ballot shall be distributed at least four (4) weeks before the annual meeting. The Nominating Committee shall oversee the compilation, distribution and tallying the results of the ballot.

**Section 3.**

The procedure for carrying out voting by secret ballot shall be determined by the Board of Directors

**Section 4.**

The results of the secret ballot shall be announced at the annual spring business meeting.

**Section 5.**

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

**Section 6.**

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

**Section 7.**

All ballots, credentials, and other records of the election shall be preserved for one (1) month after the election.

**Article IX - AD HOC COMMITTEES**

**Section 1.**

Ad Hoc Committees are established by the Board of Directors to assist individual members to improve their professional practice and development within a clinical or specialized interest.

**Section 2.**

The activities, policies and pronouncements of each Ad Hoc Committees shall be in accord with those of this Association.

**Section 3.**

Ad Hoc Committees shall be fiscally responsible for their operational costs.

**Article X - CONSTITUENT STATUS**

**Section 1.**

This Association is a constituent of the New York State Nurses Association and is designated as District II of that Association. The New York State Nurses Association is a constituent member of the American Nurses Association.

***Section 2.***

The relationship between and among these three (3) levels of professional nurses' associations is based on historical development, sharing of the Code of Ethics, and mutual adherence to fostering high standards of nursing. The by-laws of constituents must conform in regard to membership qualifications.

**Article XI - OFFICIAL ORGAN**

The GVNA Views shall be the official organ of this Association. Information contained therein shall constitute official notification to the membership at all times.

**Article XII - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of this Association in all cases which are applicable and in which they are consistent with these by-laws.

**Article XIII - AMENDMENTS**

***Section 1.***

These by-laws may be amended at any general membership meeting by a two thirds vote of the members present and voting, providing the proposed amendments have been sent to all members at least ten (10) days previous to the meeting.

***Section 2.***

These by-laws may be amended without previous notice at any annual meeting by a 75% vote of members present entitled to vote and voting.