

Article I: Name

The organization is a chartered Regional Society of the Society of Gastroenterology Nurses and Associates (herein after referred to as SGNA), the full name of which is Western New York Society of Gastroenterology Nurses and Associates (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 benefit of national membership to SGNA members at the local level. In recognition of SGNA's purposes for which the Regional Society has been formed and will operate 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 advance optimal care for patients with digestive disease and those undergoing diagnostic and therapeutic Procedures.
- . 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 it's 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. 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 the Internal Revenue Code Section 501©)(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 Membership

Class and categories of membership shall be those designated by the SGNA in it's 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

3.04.1 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 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 Society's 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

5.01.1 Amount: The Regional Society Board of Directors shall determine from time to time the annual dues Payable to the Regional Society by the 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, 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, or as may be determined by the SGNA Board of Directors in the policies and procedures not inconsistent with 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 the Regional Society standing and special committees except the Committee on Nominations and Elections ;
- > shall terminate Regional Society committee appointments, subject to approval of the Board of directors;
- > shall submit to the Regional Society Board of Directors copies of correspondence pertaining to affairs of the Regional Society;
- > shall, in the absence of the Treasurer, delegate the duties and responsibilities of the Treasurer to another officer, or assume those duties;
- > shall submit to the Regional Society and the 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 on the Regional Society standing and special committees and shall also perform such duties as may be delegated by the Regional Society President, or 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 and 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 the Delegate is not present. Delegate and Alternate Delegate must be voting members of the Regional Society. The President and President-Elect of Western New York SGNA will serve as the Regional Society's Delegate and Alternate Delegate respectively.

6.04 Term

6.041 President and President Elect: Each elective officer, except Secretary and Treasurer, shall serve for one year or until a successor is elected. The term of office shall begin January 1.

6.042 Secretary and Treasurer: Persons elected to Secretary or Treasurer shall hold office for a term of 2 years or until their successors are elected.

6.043 Only members serving more than one-half of a term in the offices of Secretary, Treasurer, or Director shall be considered to have served a full term. This rule shall not apply to the President and President Elect.

6.05 Qualifications

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

6.06 Vacancies

6.061 President: If the office of President becomes vacant, the President-Elect shall become acting President until the end of the term and shall at the same 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 current

seated Board member who meets the qualifications of the 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 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 regular scheduled election , President and President Elect shall be elected.

6.064 Other Vacancies: If the office of Secretary and Treasurer becomes vacant, the Board of Directors shall elect by affirmative vote of two-thirds of the members of the Board in office an acting Secretary of Treasurer from among the voting members of the Regional

Society,

including the officers and directors.

6.07: 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.

6.08 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/e-mail ballot as provided for in Article VIII of these bylaws, if, in the judgement of the members, the best interests of the Regional Society will be served thereby.

6.082 Officers elected by the Board of Directors maybe removed by the Board by majority vote of the directors in office, if in their judgement, 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 the elected offices and other elected positions.

7.02 Eligibility:

7.021 Only voting members are eligible to serve as director, officer, or member of the Committee of Nominations and Elections.

7.022 It is preferred that when possible, the President and President-Elect satisfy the additional qualification of having served as 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 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 the election in accordance with application of state law, subject to the approval of the Board of Directors. Election of the officers and two directors shall be at the Annual meeting of the Regional Society, or by mail/ E-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 the 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 in the Fall on the 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 resolution 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/e-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 a 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, printed or e-mail/website notice stating the place, day, and time of any meeting shall be made for each member not less than fourteen days before the date of such membership meeting. These forms of communication that are distributed within such a time frame shall be valid notice to all members. The purpose for which the is called shall be stated in the notice.

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 Directors of the Regional Society, shall constitute a quorum at any membership meeting or for any mail/e-mail vote. 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/E-mail The Directors, by majority vote of all Directors, may order a mail/e-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/e-mail shall be necessary for adoption of any matter, except elections, unless a greater number is required by law or these bylaws.

8.053 Unless a larger proportion of affirmative votes is required by these bylaws or 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 constitutes meeting of the membership, or (b) a majority of the members submitting votes in a vote by mail/e-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 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 SGNA;
- 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 of 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 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 seven 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, Immediate Past President, and Delegate and Alternate Delegate to the SGNA House of Delegates Committee shall by virtue of office, serve as Regional Society directors (with vote) while they continue in such offices.

Directors-at-Large: Program Director(s) shall be elected by the membership at large. Term of office is at the discretion of the Board of Directors.

9.04 Meeting:

9.041 Since the Board of Directors of Western New York SGNA has regular meetings throughout the year, There is no set annual meeting of the BOD.

9.042 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 give at least 5 days previously thereto by written notice sent by mail or telegram, phone call or e-mail notice. Such meeting shall be conducted in accordance with policies and procedures approved by the Board of Directors.

9.043 Regular meetings of the Board of Directors shall be convened at the discretion of the President 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 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 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 the 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 the 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 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 charge 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 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 any reasonable 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 Board of Directors.

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 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 the 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 of 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

13.02 Standing Committees:

13.011 The Regional Society shall have the following standing committees: Budget and 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 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 the policies and procedures by the President with approval of the Board of Directors.

13.013 The other standing committees and their chairs shall be appointed by the President with 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 judgement the interests of the Regional Society shall be served by removal.

13.014 Duties of the committees shall be specified and approved by the Board of Directors in accordance with established policy.

13.03 Special Committees:

Other committees with limited authority may be designated by the resolution adopted by a majority of the the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, 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 judgement 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 provisions of applicable law 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 which they are applicable and in which they are not inconsistent with statute, these bylaws 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 judgement, 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, or threat or prospect thereof, if he or she did not meet 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: permit the corporation so to fairly with the Regional Society or it's members in connection with the matter in:

- a) willful failure to deal fairly with the Regional Society or it's members in connection with a matter in which the person has a material conflict of interest;
- b) violation of criminal law, unless the person has 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 profit or benefit; or
- d) willful misconduct.

16.02 Insurance:

The Western New York Society of Gastroenterology Nurses and Associates may obtain insurance to protect the officers, directors, committee members and members, the staff and the Regional Society against liability in accordance with 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 Section 17.011 of the bylaws has 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 new Bylaws; the changes in part or the whole of an existing Bylaw; or the repeal of a Bylaw.

18.011 Amendment to these bylaws shall be submitted in writing to SGNA no later than 30 days following adoption of such amendments. SGNA retains the right to approve such amendments and 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 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, e-mail or website 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, e-mailed or on the website and a date fixed for the close of voting thereon. To be adopted, each such amendment must receive two-thirds (2/3) of the members voting.

18.04 By Written Petition:

Amendment to the bylaws may be proposed by written petition signed by 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.