

CONNECTICUT SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES

Regional Society Bylaws

Revision: 2021

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Article I: Name

The organization is a chartered Regional Society of the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES, INC. (hereinafter referred to as SGNA) the full name of which is CONNECTICUT 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 benefits of national membership to SGNA members at the local level. In recognition of SGNA's purposes, the purposes for which the Regional Society has been formed and will be operated 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 advocate 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 its 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, and 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 Internal Revenue Code Section 501(cX6).

Article III: Membership

3.01 Eligibility (Qualifications)

Membership in the Regional Society shall be open to all qualified individuals who are members of National SGNA.

3.02 Classes of Members

Classes and categories of members shall be those designated by the SGNA in its bylaws, as such bylaws may be amended from time to time.

3.03 Membership Application/Termination/Resignation/Transfer

Membership applications, classification changes, resignations, suspensions and expulsions for the Regional Society shall be acted upon in accordance with the determinations of SGNA bylaws..

3.04 Membership Benefits

3.041 Publications and programs shall be distributed to Regional Society Members in accordance with policies and procedures established through National SGNA bylaws.

3.042 The Regional Society shall issue other official publications and educational programs 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.

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

5.0 I Dues

5.011 Amount: The Regional Society Board Members shall determine from time to time the annual dues payable to the Regional Society by 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 Board Members

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 Board Members

The Regional Society Board Members shall consist of a minimum of four Board Members elected by the members of the Regional Society. The elective officers may serve simultaneously as Board Members 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, the Articles of Incorporation, or as may be determined by the SGNA Board of Directors in policies and procedures not inconsistent with the Articles of Incorporation or the Bylaws.

More specifically, the officers shall have the following duties:

6.031 President

The President:

Shall, be a member of CTSGNA and be a registered nurse, GI certification preferred;

Shall, serve as liaison between ABCGN and National SGNA in accordance with national standards;

Shall, represent the Regional Society Board Members and the Regional Society;

Shall, preside at all meetings of the Regional Society and of the Regional Society Board Members meetings;

Shall, approve all non-elective committee chairs and members with the approval of the Regional Society Board Members;

Shall, serve as ex-officio member without vote on Regional Society standing and special committees except the Committee on Nominations and Elections;

Shall, terminate Regional Society committee appointments, subject to the approval of the Board Members;

Shall, in the absence of a Treasurer, delegate the duties and responsibilities of the Treasurer to another officer, or assume those duties;

Shall, submit to the Regional Society and SGNA Board Members an annual report of the region. Shall, submit to the Regional Society Board Members copies of correspondence pertaining to Regional Society;

Shall be responsible for communication with the website/email chair.

Shall, be responsible for notification of officers and board members of meetings of the Board Members;

6.032 President-Elect

The President-Elect:

Shall be a member of CTSGNA and be a registered nurse, GI certification preferred;

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 President's absence, disability, or resignation;

Shall, serve as an advisory member on Regional Society standing and special committees and shall also perform such duties as may be delegated by The Regional Society President, or by The Regional Society Board Members;

Shall coordinate all State Meetings with Hosting Facilities;

6.033 Secretary

The Secretary:

Shall, be a current member of CTSGNA;

Shall, record or cause to be recorded the minutes of all meetings of the Regional Society and the Society Board Members;

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 a current member of CTSGNA;

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 Members 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 & Finance Committee;

6.035 Immediate Past President:

A Regional Society President or an acting Regional Society President elected by the Board Members 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 Election, 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. Also serves as scholarship chair of the Regional Society. Shall preferably maintain current ABCGN certification.

6.036 Board Members:

Shall be a current member of CTSGNA;

The Board Members 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.

6.04 Term

6.041 President, President-Elect shall serve one year term or until a successor is elected. Secretary and Treasurer, and Board Members, shall serve for 2 years or until a successor is elected.

The term of office shall begin January 1. Elections will be in the fall yearly for president elect, two directors, two nominations and elections committee members, and either secretary or treasures depending on which year.

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

6.05 Vacancies

6.051 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.

6.052 President-Elect: if the office of President-Elect becomes vacant, the vacancy shall be filled by the affirmative vote of majority of the members of the Board in office by a current voting member who meets the qualifications of President-Elect (see Section 7.02) to serve as acting President-Elect until the end of the term.

6.053 President and President-Elect: if the office of President becomes vacant while there is a vacancy in the office of President-Elect, the Board Members shall elect by the affirmative vote of majority 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 regularly scheduled election, a President and President-Elect shall be elected.

6.054 Other Vacancies: if the office of the Secretary or Treasurer becomes vacant the Board Members shall by the affirmative vote of majority of the members of the Board in office an acting Secretary or Treasurer from among the voting members of the Regional Society.

6.06 Incompatibility

Any officer may be chair or a member of any committee. Any eligible member may serve both as Secretary and Treasurer

6.07 Removal

6.071 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 email ballot as provided for in Article VII of these Bylaws if, in the judgment of the members the best interests of the Regional Society will be served thereby.

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

6.08

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 Election for president elect, two directors, two nominations and elections committee members, and either secretary or treasurer depending on which year.

7.02 Eligibility

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

7.022 The President and President-Elect, although not required, should satisfy the additional qualifications of having served as a 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 along with two CTSGNA members to be elected during **annual** regional election. If there is no Immediate Past President, the incoming President shall, with the approval of the Board Members, appoint the Committee chair. In accordance with policies and procedures established by the Board Members, 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 membership.

7.04 Election Procedures

The Committee on Nominations and Elections shall recommend procedures for elections in accordance with applicable state law, subject to the approval of the Board Members. Voting will occur via electronic mail. Elections will run for fourteen days and will be completed prior to the November meeting. All voting members will have one vote for each office to be filled. Election results of officers and Directors shall be announced at the November meeting of the Regional Society. A plurality shall elect. In case of a tie for any office a run-off election between the two tying candidates shall be held at the November meeting. Should the two tying candidates again tie in the run-off election, the tie shall be broken by the three members on the Nominations and Elections Committee. Results of elections shall be communicated to members.

Article VIII Membership Meetings

8.01 Annual Membership Meeting

The annual meeting of the Regional Society members shall be held in November on a day fixed by the President, after consultation with the Board Members. At the annual meeting, the members shall consider reports from the Board Members, 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 at the next monthly meeting.

8.02 Special Membership Meetings

Special meetings of the Regional Society members may be called by the President, by the majority of all the Board Members, 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 Members 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 Meeting

Written or printed notice stating the place, day, and hour of any meeting of the members shall be sent by electronic mail to each member of each class not less than 14 days before the date of such membership meeting. Notice of meeting published on the website, newsletter or in separate

communication of the Regional Society which is distributed within such time limits shall be valid notice to all members. In 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 on the Regional Society website, newsletter or in separate communication, shall be deemed to be delivered by electronic mail.

8.04 Quorum

Three percent of all voting members or three voting members (whichever is greater) credentialed in accordance with policies and procedures approved by the Board of the Regional Society, shall constitute a quorum at any membership meeting or for electronic vote in which members vote by electronic means. 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 email: The directors, by majority vote of all directors, may order an email vote on any item of business which is subject to the approval of the voting members. An affirmative vote of the majority of members is required by law, the Articles of Incorporation or these Bylaws.

8.053 Unless a large proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation 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 constituted meeting of the membership, or (b) a majority of the members submitting votes via email shall be sufficient to authorize any act by the membership.

Article IX Board Members

9.01 Powers and Eligibility

The affairs of the Regional Society shall be governed and managed by Board Members duly elected by the Regional Society membership. Board Members must be voting members. In accordance with policies and procedures of SGNA. The Board 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 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 Regional Society;

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

9.024 Set all fees payable to the Regional Society;

9.025 Develop, monitor and evaluate programs which further the Mission statement;

9.026 Identify relevant professional issues for educational presentation to the Regional Society membership;

9.027 Prepare and submit annual charter documentation as required by policies and procedures of SGNA;

9.03 Number

The Regional Society shall have up to 9 Board Members. The Board Members shall serve their respective terms of office and shall continue in office until their successors have been duly elected.

9.31 Ex-officio Board Members: The President, President- Elect, Secretary, Treasurer, Immediate Past President, four Board Members shall, by virtue of their offices, serve as Regional Society Board Members (with vote) while they continue in such offices.

9.04 Meetings

9.41 Annual Meeting: The annual meeting of the Board Members shall be held without any notice, other than this Bylaw, at the discretion of the Board Members.

9.042 Special Meetings: Special meetings of the Board Members may be called by the President, or shall be called at the request of one fourth of the Board Members. Special meetings shall be held at such place and time as the President shall determine. Notice of any special meeting of the Board Members Shall be given at least 5 days previously there to each Board Member at the address as shown by the records of the Regional Society.

9.043 Regular Meetings: Regular meetings of the Board Members 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 Members to attend meetings of the Board but without vote.

9.05 Quorum

A majority of the Board Members in office shall constitute a quorum for the transaction of business at any of the Board meetings.

9.06 Voting

Each member of the Board shall have only one vote as Board Member. No proxy voting shall be valid. Unless a larger proportion of affirmative votes are required by these Bylaws, in the Articles of Incorporation or by law, the affirmative vote of a majority of the Board Members present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Board Members.

9.07 Waiver of Notice

Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member 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 the Board Members shall be filled by a majority vote of all the remaining Board Members for the remaining unexpired term of the predecessor in office.

9.09 Action Without Meeting

An action required or permitted to be taken at a Board meeting may be taken by written action signed by two-thirds of the Board Members 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 the Society shall consist of the President, President- Elect, Secretary, Treasurer, and Immediate Past President.

10.02 Duties

The Executive Committee will be charged by the Board Members with addressing issues between Board meetings, subject to limitations imposed by Board Members policy. The Executive Committee shall take no action with respect election of officers, or (b) with respect to filling vacancies of the Board 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 Board Member or officer. The Board Members may, by resolution, provide for the payment of reasonable compensation for services rendered by persons who may be voting members, Board Members or officers of the Regional Society in specific capacities.

11.02 Reimbursement

The Board Members may, by resolution, provide for the reimbursement of any Board Member, officer or member for reasonable budgeted expenses incurred by the Board Member, officer or member carrying on any business of the Regional Society including, but not limited to, traveling to and from attending meetings of the Board Members 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 are to be provided by the member's dues or through other means commensurate with the purposes of the

Regional Society and the applicable laws and policies. The funds shall be monitored by the Treasurer and/or the Budget & Finance Committee.

12.02 Contracts

The Board Members 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 the 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 and designated by the Board Members.

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 Members 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 Members, committees having and exercising any of the authority of the Board Members, and shall keep a record giving the names and addresses of all categories of members. Upon written request the Board Members, books and records of the Regional Society may be inspected by any member, for any proper purpose at any reasonable time.

Article XIII: Committees

13.01 Standing Committees

13.011 The Regional Society shall have the following Standing Committees: Budget & Finance (when necessary), Nominations and Elections and Program.

13.012 The members of the Committee on Nominations and Elections shall be appointed pursuant to policies and procedures. Vacancy: A vacancy in the Committee on Nominations and Elections shall be filled by majority vote of the Board Members in office. A vacancy in the chairmanship of the Committee shall be appointed in accordance with policies and procedures by the President with the approval of the Board Members.

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

13.014 Duties of committees shall be specified and approved by the Board Members 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 Board Members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each 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 judgment 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 the provisions of applicable law or under the provision of the Articles of Incorporation of the Regional Society or these Bylaws, a waiver thereof in writing signed by the person or persons entitled 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 to which they are applicable and in which they are not inconsistent with statute, these Bylaws or a specific provision the Articles of Incorporation 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 Board Member of the Regional Society, as a member of any duly authorized committee of the Regional Society the Regional 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, 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 Regional 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.

16.02 Insurance

The Connecticut Regional Society of Gastroenterology Nurses and Associates, Inc. may obtain insurance to protect officers, directors, committee members and members, the Regional Society against liability, in accordance with the 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 Sections 18.011 of the Bylaws have 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 a new Bylaw; the change in part or whole of an existing Bylaw; or the repeal of a Bylaw.

18.011 Amendments to these bylaws shall be submitted in writing to SGNA no later than 30 days following the adoption of such amendments. SGNA retains the right to approve such amendments and to provide an 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 of SGNA 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 The Annual Regional Business Meetings

The Bylaws may be amended at the Annual Regional 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 vote cast at a regional membership meeting.

18.03 Between Business Meetings

In the absence of, or between Business Meetings, Amendments to the Bylaws may be submitted to the membership by mail 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/emailed and a date fixed for the close of voting thereon. To be adopted, each such Amendment must receive the affirmative vote of greater than 50 % of the members voting by mail/electronic ballot.

18.04 By Written Petition

Amendment to the Bylaws may be proposed by written petition signed by at least twenty percent (20%) of the then total voting membership and delivered to the Board no less than forty-five (45) days prior to the date of any Business Meeting so that notice thereof may be sent to each member at least twenty-one (21) days prior to the 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.