

# *Georgia Society of Gastroenterology Nurses and Associates*



*Regional Society Bylaws  
As Amended: 2010*

***Georgia Society of Gastroenterology Nurses and Associates  
Regional Society Bylaws***

<b>Article I</b>	<b>Name</b>
<b>Article II</b>	<b>Purposes</b>
<b>Article III</b>	<b>Constituent Divisions</b>
<b>Article IV</b>	<b>Membership</b>
<b>Article V</b>	<b>Dues</b>
<b>Article VI</b>	<b>Officers and Directors</b>
<b>Article VII</b>	<b>Educational Meetings</b>
<b>Article VIII</b>	<b>Nominations and Elections</b>
<b>Article IX</b>	<b>Membership Meetings</b>
<b>Article X</b>	<b>Board of Directors</b>
<b>Article XI</b>	<b>Executive Committee</b>
<b>Article XII</b>	<b>Compensation</b>
<b>Article XIII</b>	<b>Fiscal Procedures</b>
<b>Article XIV</b>	<b>Committees</b>
<b>Article XV</b>	<b>Waiver of Notice</b>
<b>Article XVI</b>	<b>Parliamentary Authority</b>
<b>Article XVII</b>	<b>Indemnification and Insurance</b>
<b>Article XVIII</b>	<b>Dissolution</b>
<b>Article XIX</b>	<b>Amendment of Bylaws</b>
<b>Article XX</b>	<b>Applicable Law</b>

## **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 Georgia 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;
- and 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(c)(6).

## **Article III: Constituent Divisions**

**3.01** Within the region of Georgia there shall be eight divisions:

Northern Division	- the Atlanta area
Eastern	- the Augusta and Mideast area
Northeast	- the Athens area
Northwest	- the Rome area
Central	- the Macon area
Western	- the Columbus area
Southeastern	- the Savannah/Brunswick area
Southwestern	- the Albany area

**3.02** Each division is to be governed by the same rules and regulations set forth for GSGNA as specified in these bylaws.

## **Article IV: Membership**

### **4.01 Eligibility (Qualifications)**

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

### **4.02 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.

### **4.03 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.

### **4.04 Membership Benefits**

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 other 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 Societies Committee Chair and the SGNA Executive Director.

## **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 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.

5.01.2 Dues shall be collected by SGNA in combination with national dues and shall be rebated to the society quarterly. Payment of dues is defined in SGNA bylaws and policy.

5.01.3 The fiscal year shall be January 1 to December 31.

5.01.4 Dues are payable annually to the National Organization (SGNA). Delinquency of dues prohibits voting rights and membership privileges.

5.01.5 Membership is not transferable or assignable.

- 5.01.6 One-half of each member's dues shall go to his/her respective division on a quarterly basis
- 5.01.7 All funds of the society shall be deposited by the treasurer in a bank approved by the Board of Directors. Checks shall be signed by the treasurer and the president.
- 5.01.8 The society shall keep accurate records of its accounts, meetings, and proceedings of the association. There shall be a review of the financial records of done every other year by company approved by the Board of Directors. An audit shall be completed when there is a change in the Treasurer or every two years. *(as Amended March 2010)*
- 5.01.9 In the event of Division dissolution, the officers after payment of all liabilities, shall dispose of all the assets of the organization by distributing assets to the said organization known as the Georgia Society of Gastroenterology Nurses and Associates. In the event of Regional dissolution, the officers after payment of all liabilities shall dispose of all the assets of the organization by distributing assets to the said organization known as the Society of Gastroenterology Nurses and Associates.

## **Article VI: Officers and Directors**

### **6.01 Officers**

- 6.01.1 Required elective officers of the Regional Society shall be President, President-Elect, Treasurer, Secretary, and shall be known as the Executive Committee. In addition to these elected offices, there shall also be four Directors at Large to be elected by the membership. The officers of this society shall be determined through written ballot. Each officer shall assume his/her elected position following the January Board of Director's Meeting. All manuals and papers shall be transferred at that time. Only active members are eligible to be elected officers of the society.

### **6.02 Board of Directors**

- 6.02.1 The Board of Directors shall include President, President-elect, Treasurer, Secretary, Directors at Large, and Immediate past president. Any vacancy occurring in an office except the office of president shall be filled by a member of the Board of Directors to complete that term.
- 6.02.2 The Advisory Council to the Board of Directors shall be comprised of all past presidents that are active within the society.

### 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:

#### 6.03.1 *President*

The President:

- shall represent the Regional Society Board of Directors and the Regional Society for a term of one year
- shall serve as advisor to all division chairpersons
- shall represent Georgia at SGNA meetings and serve as regional delegate to the national SGNA annual meeting
- shall preside at all meetings of the Regional Society and of the Regional Society Board of Directors;
- shall determine location for quarterly meetings (meal to be provided)
- 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 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 of Directors;
- shall submit to the Regional Society Board of Directors copies of correspondence pertaining to the affairs of the Regional Society;
- shall, in the absence of a Treasurer (or Secretary/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 of Directors an annual report of the Regional Society;
- shall if one is needed, call a special meeting of the membership. A special meeting may also be called by a written request of at least 20% of the voting membership

#### 6.03.2 *President-Elect*

The President-Elect:

- shall automatically accede to the presidency when the Regional Society President's term ends;
- shall serve for a term of one year
- shall serve as chairperson of the bylaws revision committee
- shall represent the society as the alternate delegate to the SGNA House of Delegates
- 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 without vote 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 of Directors.

#### 6.03.3 *Secretary*

The Secretary:

- shall serve a one year term
- shall record or cause to be recorded the minutes of all meetings of the Regional Society and the Regional Society Board of Directors and to furnish copies of the minutes to the president within 15 days
- 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.

#### 6.03.4 *Treasurer*

The Treasurer:

- shall serve a two year term
- 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 provide the president, secretary, chairpersons of the Nominating Committee and Program Committee, and division chairpersons with a list of currently paid memberships;
- shall mail a membership pin to each new member upon receipt of dues.
- shall assist in the direction of all financial affairs and sign checks of the Regional Society, in accordance with Section 13.03 of these Bylaws;
- shall present financial reports to the Regional Society Board of Directors and national headquarters at the end of the fiscal year to include in detail the annual expenditures and deposits;
- 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, consisting of the members of the Executive Board

#### 6.03.5 *Immediate Past President*

A Regional Society President, or an acting Regional Society President elected by The directors shall have the status of Immediate Past President until the term as Chair of the Committee on Nominations and Elections expires or from the time she/he leaves office as President or acting President until the next election of officers. Thereafter, she/he shall have the status of Past President.

The Immediate Past President:

- shall serve as Parliamentarian while in office.

#### 6.03.6 *Delegates*

The Regional Society Delegate (President) and Alternate Delegate (President-elect) shall represent the Regional Society to the SGNA House of Delegates Committee. The Alternate Delegate will be available for seating if a Delegate is not present.

#### 6.03.07 *Directors at Large*

The Directors-at-Large:

- shall serve a two year term;
- shall be comprised of four persons elected from the membership with two being elected on even years and two elected on odd years;
- shall attend all board meetings;
- shall chair or serve on assigned committee

#### 6.04 NOT IN USE

#### 6.05 *Division Officers:*

##### 6.05.1 The Division Chairperson:

- shall attend GSGNA Board meetings;
- shall preside at meetings of the division;
- shall receive and accept nominations for division chairperson and secretary and provide the secretary with copies;

##### 6.05.2 The Division Secretary:

- shall attend GSGNA Board meetings
- shall send notices of meetings and other activities of the division to the membership at least two weeks prior to the function
- shall forward the name and resume of nominees for division chairperson and secretary to the membership at least two weeks prior to the election
- shall record and preserve the minutes of each meeting and submit copies to the division chairperson and president of GSGNA within two weeks after the meeting is held.
- shall keep accurate records of the division activities
- shall provide annual report and CEU's obtained throughout the year for Re-chartering to the GSGNA President by October 31st.

#### 6.06 *Qualifications*

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



## **6.07 Vacancies**

### **6.07.1 *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.

### **6.07.2 *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 currently seated Board member who meets the qualifications of President-Elect (see Section 6.03.2) to serve as acting President-Elect until the end of the term.

### **6.07.3 *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 the 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 regularly scheduled election, a President and President-Elect shall be elected.

### **6.07.4 *Secretary/Treasurer:***

If the office of the Secretary or Treasurer becomes vacant the Board of Directors shall elect by the affirmative vote of two-thirds of the members of the Board in office an acting Secretary or Treasurer from among the voting members of the Regional Society, including the officers and directors.

### **6.07.5 *Directors - at -Large:***

Vacancies occurring among Directors-at-Large shall be filled by a majority vote of all the remaining directors. A director elected by the Board of Directors to fill such a vacancy shall serve for the unexpired term for the predecessor in office.

## **6.08 Incompatibility**

Any eligible member may serve both 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.

## **6.09 Removal**

**6.09.1** Officers elected by the membership may be removed from office by two-thirds vote of the members present in person or represented by proxy at a membership meeting at which a quorum (see Section 8.04) is present in person or represented by proxy as provided for in Article VIII of these Bylaws, if, in the judgment of the members, the best interests of the Regional Society will be served thereby.

**6.09.2** Officers elected by the Board of Directors 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.

## 6.10 *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: Educational Meetings**

### 7.01 *Fall Education Meeting*

7.01.1 The annual meeting of the GSGNA shall be the fall meeting and shall include a minimum of 6 contact hours.

7.01.2 Additional educational offerings will be provided at the division level to total a minimum of 10 hours per year which is required for re-charter.

7.01.3 The annual meeting shall be held at the site selected by the president.

7.01.4 A gratuity of \$100.00 and one nights lodging shall be offered to each speaker unless otherwise designated by the Board of Directors.

7.01.5 The president's registration fee for the meeting shall be waived, and two nights lodging shall be paid.

7.01.6 The Executive Board of Directors (President-elect, Immediate Past President, Secretary, Treasurer) registration fee for the meeting shall be waived, and one nights lodging shall be paid.

7.01.7 The majority of all voting members at any meeting shall constitute a quorum.

7.01.8 Registration fee for any member holding a national office shall be waived for the fall education course.

7.01.9 Registration fee for the director-at-large shall be waived for the fall education.

## **Article VIII: Nominations & Elections**

### 8.01 *Elections*

Annual elections shall be conducted to elect officers and other elective positions, with results announced at the fall education meeting.

### 8.02 *Eligibility*

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

8.02.2 The President and President-Elect must satisfy the additional qualification of having served as a Division Chairperson, Secretary, or Treasurer prior to nomination.

### 8.03 *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 members of the Committee itself. The Committee shall create a slate of candidates for presentation to the membership.

### 8.04 *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 of Directors. Election of officers shall be announced at the Annual Meeting of the Regional Society. Voting shall be done by vote of the members present in person or represented by proxy at a meeting of the 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 elections shall be tabulated and communicated to members. The treasurer shall provide the chairperson of the Nominating Committee with a current membership list before the election.

## **Article IX: Membership Meetings**

### 9.01 *Annual Membership Meeting*

The annual meeting of the Regional Society members shall be held in the fall on a day fixed by the President, after consultation with the Board of Directors. The annual meeting shall include a minimum of 6 contact hours. 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 resolutions 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 or at a special meeting of the members.

## **9.02 *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 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

## **9.03 *Notice of Membership Meetings***

Written or printed notice stating the place, day, and hour of any meeting of members shall be sent by regular mail to each member of each class not less than 14 days before the date of such membership meeting. Notice of meeting published in the journal, newsletter or in separate communication of the Regional Society which is distributed within such time limits shall be valid notice to all members. In the 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 in the Regional Society journal, newsletter or in separate communication, shall be deemed to be delivered when deposited in the U.S. mail addressed to a member at the address as it appears on the records of the Regional Society with postage thereon prepaid.

## **9.04 *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 the Regional Society and either present in person or represented by proxy, shall constitute a quorum at any membership meeting.

## **9.05 *Voting***

**9.05.1 At Membership Meetings:** Voting shall be conducted in accordance with standing rules adopted by the members in attendance. Voting by written proxy shall be allowed to the extent permitted by applicable law. Proxies may be delivered by regular mail, facsimile, electronic mail or any other reasonable medium for transmission of text.

**9.05.2** Unless a larger 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 majority of the members present and voting at any duly constituted meeting of the membership, or represented by proxy shall be sufficient to authorize any act by the membership.

## **Article X: Board of Directors**

### **10.01 Powers**

The Board of Directors shall include President, President-elect, Treasurer, Secretary, Immediate Past President and Directors at Large. 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 an active member in Region 17 and a licensed nurse. All board members must maintain active membership status while in the role of a board member. 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 by three-fourths (3/4ths) vote of the entire Board and shall be final and conclusive.

### **10.02 Duties**

- 10.02.1 Perform all duties entrusted to Directors of a Corporation;**
- 10.02.2 In accordance with policies and procedures promulgated by SGNA, develop and abide by the Bylaws and Policies of the Regional Society;**
- 10.02.3 In accordance with policies and procedures promulgated by SGNA, supervise and direct the business and financial affairs of the Regional Society;**
- 10.02.4 In accordance with policies and procedures promulgated by SGNA, set all fees payable to the Regional Society;**
- 10.02.5 In accordance with policies and procedures promulgated by SGNA, develop, monitors and evaluates programs which further the Mission and Strategic Goals of the Regional Society;**
- 10.02.6 Identify relevant professional issues for educational presentation to the Regional Society membership;**
- 10.02.7 Retain management and staff services (if applicable) as needed in accordance with policies and procedures.**
- 10.02.8 Appoint President and President-Elect as Delegate and Alternate Delegate to the SGNA House or in their absence appoint two other representatives;**
- 10.02.9 Prepare and submit annual charter documentation as required by policies and procedures of SGNA.**

### **10.03 *Number***

The Regional Society shall have nine 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.

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

**10.03.2 Director- at -Large:** The remaining four directors shall be elected from the membership at large and shall serve for terms of two years. Two directors shall be elected in the even years and two directors shall be elected in the odd years. No Director -at -Large shall serve more than two consecutive terms. Time served as an ex-officio director shall not be counted in determining the two consecutive terms of director -at -large.

### **10.04 *Meetings***

**10.04.1 Annual Meeting:** The annual meeting of the Board of Directors shall be held without any notice, other than this Bylaw at the same place as the annual membership meeting of the members.

**10.04.2 Special Meetings:** 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 given at least 5 days. Such meetings shall be conducted in accordance with policies and procedures approved by the Board of Directors.

**10.04.3 Regular Meetings:** Regular meetings of the Board of Directors shall be convened quarterly on a date and location determined by the president.

**10.04.4 Guests:** All members are invited to attend meetings of the Board of Directors but without vote.

### **10.05 *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.

### **10.06 *Voting***

Each member of the Board of Directors shall have only one vote as director. A majority vote shall be sufficient to authorize any act by the Board of Directors.

## **Article XI: Executive Committee**

### **11.01 *Composition***

The Board of Directors of the Regional Society may establish an Executive Committee which shall consist of the President, President-elect, Secretary, Treasurer, and Immediate Past-President.

### **11.02 *Duties***

Consistent with applicable state law, the Executive Committee will be charged 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 or Executive Committee.

## **Article XII: Compensation**

### **12.01 *Salary***

No officer shall receive any salary, fee, or other remuneration for services rendered as director or officer. The Board of Directors may, by resolution, provide for the payment of reasonable compensation for services rendered by persons who may be voting members, Board of Directors or officers of the Regional Society in specific capacities.

### **12.02 *Reimbursement***

The Board of Directors may, by resolution, provide for the reimbursement of any officer or member for reasonable budgeted expenses incurred by the 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. The president and the president-elect shall be compensated for early bird course registration, coach airfare, \$200.00 for food, and five nights lodging at the conference hotel to attend the SGNA annual education course. Receipts shall be submitted to the treasurer upon return.

## **Article XIII: Fiscal Procedures**

### **13.01 *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 Budget & Finance Committee.

### **13.02 *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.

### **13.03 *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 and by the President or other officer or person of the Regional Society as designated by the Board of Directors, in accordance with policies and procedures established by the Board of Directors.

### **13.04 *Deposits***

All funds of the Regional Society shall be deposited in a timely manner to the credit of the Regional Society in such banks, trust companies, or other depositories as the Board of Directors may select.

### **13.05 *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.

### **13.06 *Fiscal Year***

The fiscal year of the Regional Society shall end on December 31.

### **13.07 *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 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 XIV: Committees**

### **14.01 *Standing Committees***

The Regional Society shall have the following Standing Committees: Membership, Education, Nominating, Bylaws, Scholarship, and Marketing.



**14.01.1 *Membership committee:***

- shall be composed of a chairperson appointed by the president, the regional treasurer, and the active Board of Directors
- shall be responsible for promoting membership in SGNA
- shall explore ways to recognize accomplishments, facilitate professional growth, and encourage retention of the membership of the society.

**14.01.2 *Education committee:***

- shall be chaired by the president or designee
- shall be the active Board of Directors. Subcommittees and chairpersons shall be appointed by the president as needed.
- shall be responsible for assisting with the planning of the annual fall education program
- shall be available to groups on a consulting basis.

**14.01.3 *Nominating committee:***

- shall be chaired by the immediate past president
- shall be the division secretary from each organized division
- shall be responsible for preparing a slate of all candidates for elected offices.

Any member of this society may submit a nominee in writing to this committee prior to the published deadline. Each nominee must submit written consent to the chairperson of this committee agreeing to serve if elected before the name of the candidate will be placed on the ballot. To qualify to be placed on the ballot by this committee, the nominee must be a society dues paying member and must have demonstrated active society leadership locally in the form of projects, committees, etc. The ballots will be mailed to the membership the second week of the month immediately preceding the fall meeting. The deadline for return of completed ballots will be 3 weeks following the mailing of the ballots

**14.01.4 *Bylaws Revision Committee:***

- shall be chaired by the current president-elect
- shall be the active Board of Directors
- shall evaluate the bylaws and recommend changes and additions
- shall prepare amendments and revisions that may be brought to vote at the annual meeting. They will be submitted to the Board of Directors before the annual meeting.

**14.01.5 *Scholarship Committee:***

*The Peggie Pritchard Scholarship Committee Chair*

- shall be appointed by the president.

*The Membership*

- shall be the division chair-persons

*The Committee*

- shall be responsible for obtaining funds for the scholarship
- shall be responsible for the selection of person(s) annually for the GSGNA annual meeting scholarship

*Deadline for Selection*

- shall be 3 months prior to the fall meeting. Scholarship may be received one time in a five year period.

**14.01.6 *Marketing Committee:***

*The Chairperson*

- shall be appointed by the president. The committee shall promote GSGNA. Subcommittees shall be appointed as appropriate

**14.01.6.1 *Vendor Committee***

- shall work with equipment/pharmaceutical representatives at the annual meeting.

**14.01.6.2 *Banner Committee***

- shall maintain and store the banner.

**14.01.6.3 *Scrapbook Committee***

- shall record current activities and store scrapbook.

**14.01.6.4 *Newsletter Committee***

- is to encourage and facilitate communication throughout the society at all levels.

**14.01.7 *Duties of committees***

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

**14.02 *Special Committees***

Other committees with limited authority may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, 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 judgment the interests of the Regional Society shall be served by the removal.

**Article XV: 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 to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XVI: 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 of the Articles of Incorporation and any special rules of order the Regional Society may adopt.

## **Article XVII: Indemnification and Insurance**

### **17.01 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 judgment, 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, 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.

### **17.02 Insurance**

The Georgia Regional Society of Gastroenterology Nurses and Associates, Inc. may obtain insurance to protect the officers, directors, committee members and members, the staff and the Regional Society against liability, in accordance with the policies and procedures of SGNA.

## **Article XVIII: Dissolution**

**18.01** In the event of dissolution of the Regional Society, the net assets of the corporation shall be applied and distributed as follows:

18.01.1 All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof in accordance with applicable law.

18.01.2 If any assets shall remain after the provisions of Sections 17.011 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 XIX: Amendment of Bylaws**

#### **19.01 *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.

19.01.1 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 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, and then these bylaws shall be amended immediately to eliminate said inconsistency.

#### **19.02 *At Annual Meeting***

The Bylaws may be amended at any Annual Business Meeting but no Amendment shall be voted upon and adopted unless:

19.02.1 Such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the annual meeting; and unless

19.02.2 Such proposed Amendment receives the affirmative vote of two-thirds of the votes cast at an annual membership meeting.

#### **19.03 *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 not less than ninety (90) days prior to the date of any Annual Business Meeting.

### **Article XX: 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.