

# ARIZONA SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES BYLAWS

## Article I – Name

The organization is a Wisconsin Non-stock and Not-for-Profit Corporation, the full name of which is the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES. INC. (hereinafter referred to as the Society). ARIZONA SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES (hereinafter "ASGNA") is a chartered regional society of the Society of Gastroenterology Nurses and Associates and is subject to its bylaws and policies.

## Article II - Mission Statement

The purposes for which The ASGNA has been formed and will be operated are:

- To unite in one 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 cooperate with other professional societies, corporations and governmental bodies involved in such fields.

The property and income of the ASGNA shall be used solely for the above-referenced purposes and shall not inure to the benefit of any individual; and the ASGNA 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 – Membership

- 3.1 Eligibility (Qualifications): The Membership in the ASGNA shall be open to all qualified individuals involved in or associated with gastroenterology and/or endoscopy nursing practice.
- 3.2 Classes of Members: The Membership in the ASGNA shall be open to all qualified individuals involved in or associated with gastroenterology and/or endoscopy nursing practice.
  - 3.2.1 Voting Members: Voting membership in the ASGNA is limited to licensed nurses and associates involved in, or associated with, Gastroenterology and/or Endoscopy nursing practice. Voting members may hold elected office. Categories are limited to:
    - 3.2.1.1 Licensed Nurses: Defined as registered nurses and licensed vocational/practical nurses.
    - 3.2.1.2 Associates: Defined as assisting personnel such as technicians, technologists, and assistants.
  - 3.2.2 Non-Voting Members: Non-voting membership in the ASGNA shall be open to individuals, other than licensed nurses and associates, who are involved in or associated with gastroenterology and/or endoscopy nursing practice. Non-voting members are not eligible to hold elected office. Categories are limited to:
    - 3.2.2.1 Affiliates: Defined as individuals other than licensed nurses such as physicians, consultants, industry representatives, and educators.
    - 3.2.2.2 Students: Defined as individuals who are not licensed, but are enrolled in an accredited nursing program. Proof of student status shall be required.

- 3.2.2.3 Honorary: Defined as individuals who have rendered outstanding service to the Society or in the field of gastroenterology and/or endoscopy nursing. Any voting or non-voting member may nominate an individual for honorary membership. Honorary membership may be granted by the Board after reviewing the nominee's qualifications and must be approved by a majority vote of the Board.
- 3.3 Applications: Persons interested in any category of membership shall apply in accordance with such policies and procedures approved by the Board of Directors of SGNA. All applications shall be verified according to policy and procedure established by the Board of Directors.
- 3.4 Termination: The Governing Board, by affirmative vote of two-thirds of all Board members present and voting at any duly constituted meeting of the Board, may suspend or expel a member for cause after an appropriate hearing in accordance with policies and procedures established by the Governing Board. The Governing Board, by affirmative vote of a majority of all Board members present and voting at any duly constituted meeting of the Board, may terminate the membership of any member who has become ineligible for membership in accordance with policies and procedures established by the Governing Board. Membership may also be terminated automatically for failure to pay dues, as set forth in Section 5.1 of the Bylaws.
- 3.5 Resignation: Any member may resign by filing a written resignation with the Secretary.
- 3.6 Transfer: Membership is non-transferable.
- 3.7 Membership Benefits:
  - 3.7.1 The journal published by SGNA which includes articles of professional interest to persons engaged in the fields of Gastroenterology and/or endoscopy nursing which shall be distributed without charge to members of the ASGNA who are current in their payment of dues. This benefit may be made available to non-members and others in accordance with policies established by the Board of Directors.
  - 3.7.2 Other publications and programs shall be made available from time to time as determined by the Board of Directors in accordance with policies and procedures established by the Board of Directors.

#### Article IV - Non-Discrimination Policy

The policy of the ASGNA 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

- 5.1 Amount: Regional society dues are set by the SGNA National Board of Directors and may be updated as part of the National SGNA yearly budget process.
- 5.2 Payment: Dues shall be payable in U.S. funds in advance of the first day of January in each year; and shall become delinquent if not received by March 1st.
- 5.3 Default: The membership of any member of any class who is in default in the payment of dues shall be terminated without further action by the ASGNA and without further notice to the defaulted member.

- 5.4 Reinstatement: A member whose membership has terminated due to default in dues payment may be reinstated if such dues are paid in full, during the remainder of the year in which they became payable and upon written application made in the manner provided by Section 3.3.
- 5.5 Resignation: Resignation shall not relieve a member of the obligation to pay any dues, assessments, or other charges accrued before resignation and unpaid.
- 5.6 All Elected Officials: All appointed board members will have their dues paid for at the discretion of the Governing Board, dependent on budgetary restraints.

#### Article VI - Officers

- 6.1 Elective Officers: The elective officers of the ASGNA shall be President, President Elect, Secretary, and Treasurer.
- 6.2 Duties: All officers of the ASGNA shall have such authority and perform such duties in the management of the ASGNA as may be provided in these Bylaws, the Articles of Incorporation, or as may be determined by resolution of the Governing Board not inconsistent with the Articles of Incorporation or the Bylaws. More specifically, the officers shall have the following duties:
  - 6.2.1 President:
    - Be an active member of ASGNA.
    - Serve as a board member for a minimum of two previous years prior to serving as president.
    - Represent the Board of Directors and the ASGNA, [except when designated to another Elected Officer].
    - Preside at all meetings of the ASGNA and of the Governing Board, except when delegated to another Elected Board Member.
    - Appoint all committee chairs and members with the approval of the Governing Board, except the chair of the Committee on Nominations and Elections.
    - Serve as ex-officio member without vote on standing and special committees, except the Committee on Nominations and Elections.
    - Terminate committee appointments, subject to the approval of the Governing Board.
    - Submit to the Governing Board copies of correspondence pertaining to the affairs of the Society.
    - Submit to the Board of Directors of SGNA an annual report of the ASGNA.
    - Serve as the ASGNA liaison between the American Board of Certification for Gastroenterology Nurses, Inc. (ABCGN) and the Society in accordance with policies and procedures established by the Board of Directors.
    - Keep in constant communication with the National Regional Committee Chairperson and published in the column for the Regional Society to be submitted to the National Society Nomination Committee for consideration for office.
    - Serve as ASGNA Delegate to the national House of Delegates and Annual Educational Course.
    - Automatically accede to the Nominations Chairperson position when their term ends.

- May sign all checks written in the absence of the Treasurer.
- CGRN preferred.
- Be responsible for notification of officers and directors of meetings of the Governing Board.
- 6.2.2 President Elect:
  - Be an active member of ASGNA.
  - Serve as board member a minimum of one previous year prior to serving as president elect.
  - Automatically accede to the presidency when the President's term ends.
  - Become acting President and assume the duties of the office in the event of the President's absence, disability or resignation.
  - Serve as an advisory member without vote on standing and special committees and shall perform such duties as may be delegated by the President, or by the Governing Board.
  - Represent the ASGNA Regional Society as the Regional Alternate Delegate to the national House of Delegates and Annual Educational Course.
  - Serve as the bylaws chairman and Regional Historian and preserve bylaws.
  - CGRN preferred.
- 6.2.3 Secretary:
  - Be an active member of ASGNA.
  - Record or cause to be recorded the minutes of all meetings of the Society and the Governing Board.
  - Preserve correspondence, reports, records, and any other special correspondence as requested by the Board of the ASGNA in a permanent file.
  - Minutes will be complete and approved at the next scheduled meeting of the Board.
- 6.2.4 Treasurer:
  - Be an active member of ASGNA.
  - Be responsible for the funds of the ASGNA.
  - Keep an accurate record of all receipts and disbursements.
  - Assist in the direction of all financial affairs and sign checks of the ASGNA.
  - Present financial reports to the Governing Board as requested.
  - Be bonded in the event that the treasury funds reach \$20,000. Bonding to be paid by ASGNA.
  - Shall assist incoming Treasurer with the financial submission to the SGNA Board of Directors for re-chartering.
- 6.2.5 Immediate Past President: A President, or an acting President elected by the Governing Board pursuant to Section 6.4, 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 7.3, 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.

- 6.3 Term
  - 6.3.1 President and President Elect: Each elective officer, except Secretary and Treasurer, shall serve for one year or until a successor is elected. No person can be elected to consecutive terms as President or President Elect.
  - 6.3.2 Secretary and Treasurer: Elections to fill the office of Secretary shall be held in even-numbered years. Elections to fill the office of Treasurer shall be held in odd-numbered years. Persons elected as Secretary or Treasurer shall hold office for a term of two years or until their successors are elected.
  - 6.3.3 Full Term: Only members serving more than one-half of a term in the offices of Secretary, Treasurer shall be considered to have served a full term. This rule shall not apply to the offices of President and President Elect.
- 6.4 Vacancies
  - 6.4.1 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.
  - 6.4.2 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 6.2.2) to serve as acting President Elect until the end of the term.
  - 6.4.3 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.
  - 6.4.4 Other Vacancies: If the office of the Secretary or Treasurer becomes vacant the Governing Board 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 Society, including the officers.
- 6.5 Exceptions: 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.
- 6.6 Removal:
  - 6.6.1 Officers elected by the membership may be removed from office by a two-thirds vote of the members present at a membership meeting at which a quorum (see Section 8.1.2) is present or by mail ballot or electronic ballot, as provided for in Article VIII of these Bylaws, if, in the judgment of the members, the best interests of the ASGNA will be thereby served.
  - 6.6.2 Officers elected by the Governing 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 ASGNA will be thereby served.
- 6.7 Records: Upon termination of office for any reason, all officers of the ASGNA shall deliver all records or other property of the ASGNA to their successors within 30 days of termination.

## Article VII - Nominations & Elections

- 7.1 Elections: Annual elections shall be conducted to elect officers.
- 7.2 Eligibility: Only voting members are eligible to be elected to be an officer, or member of any appointed Committee Chairman.
- 7.3 Nominations:
  - 7.3.1 Chair of the Committee on Nominations and Elections: The Immediate Past President shall serve as chair of the Committee. If there is no Immediate Past President, the incoming President shall, with the approval of the Governing Board, appoint the Committee chair.
  - 7.3.2 Nominating Procedures: In accordance with policies and procedures established by the Governing Board, the Chairman 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.

7.4 Election Procedures: The Chairman on Nominations and Elections shall recommend procedures for elections, subject to the approval of the Board of Directors. Election of officers shall be cast at the annual fall conference, and by mail or electronic ballot for those voting members not in attendance, 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 Governing Board. Results of elections of officers shall be tabulated and communicated to members.

## Article VIII - Membership Meetings

- 8.1 Membership Meetings: Meetings of the members shall be held on dates determined by the Governing Board. At these meetings, the members shall consider reports from the officers and committees, and transact such other business as may come before the meeting. If, in case of emergency, the annual fall meeting is not held at the prescribed time, business, which should have been conducted at the meeting, shall be conducted promptly by electronic mail or at a special meeting of the members.
  - 8.1.1 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 or e-mail, or fax to each member of each class not less than 14 days before the date of such membership meeting. Notice of meeting published in the newsletter or in separate communication of the ASGNA, 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 ASGNA 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 ASGNA with postage thereon prepaid.
  - 8.1.2 Quorum: Three percent of all voting members with credentials, in accordance with policies and procedures approved by the Board of the Society,

shall constitute a quorum at any membership meeting or for any mail vote in which members vote by mail. Proxy voting is not valid.

- 8.2 Special Membership Meetings: The President may call special meetings of the members, by a majority of all the officers or upon request of at least ten percent of the voting members. Special meetings shall be held at such time and place, as the Governing Board shall determine. Any business of the ASGNA may be considered and transacted at any special meeting, provided written notice has been given to the members as provided in Section 8.1.1.
- 8.3 Voting:
  - 8.3.1 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.
  - 8.3.2 Mail or electronic mail: The officers may order a 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 or electronic mail shall be necessary for adoption of any matter, except elections, unless law, the Articles of Incorporation or these Bylaws require a greater number.
  - 8.3.3 Unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation or by law, 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 in a vote by mail or electronic ballot shall be sufficient to authorize any act by the membership.

#### Article IX - Governing Board

- 9.1 Powers: The affairs of the ASGNA shall be governed and managed by a Governing Board duly elected by the membership. 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.
- 9.2 Duties:
  - 9.2.1 Develop and abide by the Bylaws and Policies of the Society.
  - 9.2.2 Supervise and direct the business and financial affairs of the Society.
  - 9.2.3 Set all dues and fees payable to the ASGNA.
  - 9.2.4 Develop, monitor and evaluate programs which further the Mission and Strategic Goals of the ASGNA.
  - 9.2.5 Identify relevant professional issues for presentation to and action by the membership.
  - 9.2.6 Retain management and staff services as needed to assist in the day-to-day business and financial operations of the ASGNA.
- 9.3 Meetings:
  - 9.3.1 Special Meetings: Special meetings of the Governing Board may be called by the President, or shall be called at the request of any three members. Special meetings shall be held at such place and time, as the President shall determine. Notice of any special meeting of the Governing Board shall be given at least 5 days previously thereto by written notice delivered personally or sent by electronic mail to each board member at the address as shown by the records of the

Society. Such meetings shall be conducted in accordance with policies and procedures approved by the Governing Board.

- 9.3.2 Regular Meetings: Regular meetings of the Governing Board shall be convened in accordance with established policies and procedures.
- 9.3.3 Guests: The President may invite guests in accordance with policies and procedures approved by the Governing Board to attend meetings of the board but without vote.
- 9.4 Quorum: A majority of the Governing Board in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- 9.5 Voting: Each member of the Governing Board shall have only one vote. Elected officers and appointed committee chairs shall be considered voting board members. No proxy voting shall be valid, unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation or by law, the affirmative vote of a majority of the Governing Board present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Governing Board. In the case of a tie, the tie will be broken by a vote of the executive committee.
- 9.6 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.

#### Article X – Non-Voting Board Membership

- 10.1 Duties: All non-voting members of the ASGNA shall have such authority and perform such duties in the management of the ASGNA as may be provided in these Bylaws, the Articles of Incorporation, or as may be determined by resolution of the Governing Board not inconsistent with the Articles of Incorporation or the Bylaws. More specifically, the non-voting members shall have the following duties:
  - 10.1.1 Education:
    - Organize presentations for educational offerings.
    - Communicate with speakers to obtain content for contact hour approval.
    - Submit content to ANCC approved provider for contact hour approval.
      - Submit Post Activity report
    - Provide educational event participant feedback to ASGNA Board and to the speakers.
    - Coordinate with the Vendors and Vendor Liaison for educational event support.
  - 10.1.2 Hospitality:
    - Obtain venue and contract information for all Educational Events.
    - Coordinate with the Board on final decisions for conference location and expenses.
    - Coordinate with the IT Web Master to create conference rosters for attendance.
    - Maintain table linen and office supplies for educational events.



- Organize catering for events as needed.
- 10.1.3 IT:
  - Administer to all Social Media applications
    - Post all educational event announcements to Social Media accounts
- 10.1.4 Public Relations:
  - Create and distribute by electronic mail a quarterly newsletter.
    - March, June, September, December
  - Coordinate membership drives.
  - Contact inactive members each year.
  - Coordinate with IT Web Master for electronic notification with all social media accounts.
- 10.1.5 Vendor Liaison:
  - Notify Vendors of Educational Events throughout the year.
    - Include contract for space and pricing.
  - Work with Hospitality for Vendor space at educational offerings.
  - Organize Vendor space accommodations.
  - Send a correspondence of gratitude one month post educational event.
  - Assist and complete Grant Submissions for funding for educational events.