

AASCTN



**American
Association of
Spinal Cord
Injury Nurses**

Bylaws

AASCIN Bylaws

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Article I Name

The name of the Corporation is American Association of Spinal Cord Injury Nurses.

Article II Purposes

The Corporation is organized, and shall be operated, exclusively for scientific, charitable, and educational purposes to advance, foster, encourage, promote, and improve nursing care of spinal cord injury patients; to develop and promote education and research related to nursing care of persons with spinal cord injury; and to recognize nurses whose careers are devoted to the problems of spinal cord injury and to promote the exchange of ideas between such persons.

Article III Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or any private shareholder or individual, except that the Corporation shall have the authority and power to pay reasonable compensation for personal services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws or of the articles of incorporation of the Corporation, or any provision of the General Corporation Law of the State of Delaware, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in section 170(c) and section 501(c)(3) of the Internal Revenue Code.

Article IV Offices

Section 1. *Registered Office.* The registered office shall be in the City of Dover, County of Kent, State of Delaware.

Section 2. *Other Offices.* The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

Article V Members

Section 1. *Classes of Members.* The Corporation shall have three classes of members: Active Members, Associate Members, and Honorary Members. The designation of such classes shall be as follows:

- (a) Active Members shall be duly registered nurses, licensed practical nurses, or licensed vocational nurses who can document that a significant portion of their nursing practice is engaged in spinal cord injury (SCI) direct patient care, teaching, research, or administration. Active Members shall be entitled to one vote on each matter submitted to a vote.
- (b) Charter members shall be Active Members.
- (c) Associate Members shall be persons who are duly registered nurses, licensed practical nurses, or licensed vocational nurses who are interested in the field of spinal cord injury (SCI) nursing.
- (d) Honorary Members shall be persons who the Board of Directors shall determine deserve to become Honorary Members.

Section 2. *Yearly Review.* The continuing eligibility for membership of each member shall be reviewed each year. Those members found to be no longer eligible for a particular membership category will be reassessed based on member

information and verification, as appropriate.

Section 3. *Termination of Membership.* The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Article VI Meetings of Members

Section 1. *Annual Meeting.* An annual meeting of the members shall be held each year for the transaction of such business as may come before the meeting. The Board of Directors shall determine the place and date of such meeting.

Section 2. *Special Meetings.* Special meetings of the members may be called by the President, the Board of Directors, or by written application of not less than one-tenth (1/10) of the Active Members.

Section 3. *Notice of Meetings.* Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation.

Section 4. *Quorum.* The members holding one-third (1/3) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. *Procedure.* *Robert's Rules of Order Newly Revised* shall be used as parliamentary

authority for the conduct of this Corporation.

Article VII Board of Directors

Section 1. *General Powers.* The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. *Number, Election, Term of Office, and Qualifications.*

- (a) All elected Directors shall be registered nurses and Active Members in the Corporation. The number of Directors shall not be less than nine, nor more than thirteen.
- (b) The person serving from time to time as Executive Director of Eastern Paralyzed Veterans Association, Inc. shall be a Director and a voting member.
- (c) The remaining Directors shall be persons elected by the voting members. Each Director referred to in this paragraph shall hold office for a three-year term and until the Director's successor shall have been elected and qualified. Term of Office shall begin at the close of the Annual Business Meeting.
- (d) A Director who is elected to the office of President-elect of the Board of Directors in the third and final year of an elected term as a Director may continue to serve for an additional year, with all rights afforded to a Director.
- (e) The immediate past President of the Corporation shall serve as a voting member of the Board of Directors until such time as a successor shall be qualified for that position.
- (f) A Director elected to the Board as an Active Member shall maintain such membership status for the duration of that term on the Board of Directors.

Section 3. *Regular Meetings.* A regular annual

meeting of the Board of Directors shall be held without other notice than this bylaw, at the same place as the annual meeting of the members. The Board of Directors may hold additional regular meetings of the Board.

Section 4. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The Board may fix any place as the place for holding any special meeting of the Board.

Section 5. *Notice of Special Meetings.* Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or electronic communication to each Director at the Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic communication, it shall be deemed to be delivered when transmittal is completed. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. *Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining

Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. *Compensation.* Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. *Informal Action By Directors.* Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. *Removal of Directors.* At any meeting of the members, duly called as provided in these bylaws, any Director or Directors may, by the affirmative vote of a majority of the Active Members, be removed from office, either with or without cause, and the Director's successor or their successors may be elected at such meeting; or the remaining Directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Article VIII Officers

Section 1. *Officers.* The officers of the Corporation shall be President, President-elect, Secretary and Treasurer.

Section 2. *Election and Term of Office.* The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office

until a successor shall have been duly elected and shall have qualified. Term of Office shall begin at the close of the Annual Business Meeting.

Section 3. *Removal.* At any meeting of the members, duly called as provided in these bylaws, any officer may, by the affirmative vote of a majority of the Active Members, be removed from office, either with or without cause, and such officer's successor or their successors may be elected at such meeting; or the Board of Directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal. Any officer elected or appointed by the Board of Directors may be removed, either with or without cause, by the Board of Directors.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *President.* The President shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have the right to appoint an Executive Director.

Section 6. *President-Elect.* In the absence of the President, or in event of the President's inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall perform such other duties as from time to time may be assigned by the

President or by the Board of Directors.

Section 7. *Secretary.* The Secretary shall be charged with the keeping of complete and proper records of all business of the Corporation with the exception of the financial records. It shall be the duty of the Secretary to see that all members are duly informed of all meetings to be held and that proper factual reports of these meetings be made known to all members.

Section 8. *Treasurer.* The Treasurer shall act as Financial Officer of the Corporation, and arrange for the deposit of all monies in a bank or trust company designated by the Board of Directors and the general membership. The Treasurer shall be charged with the submission of a financial report at each meeting of the Board of Directors and to the general membership. It shall be the Treasurer's responsibility to check each financial report against all bank statements involved, prior to delivery of said report. The Treasurer shall give a bond for the faithful discharge of duties, with the cost of such bond paid from the general fund of the Corporation.

Article IX Committees

Section 1. *Committees of Directors.* The Board of Directors may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the

Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms proved that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

Section 2. *Other Committees.* Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as 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 shall be members of the Corporation, and the President of the Corporation 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 best interests of the Corporation shall be served by such removal.

Section 3. *Term of Office.* Each member of a committee shall begin his/her term of office at the close of the Annual Business Meeting and shall continue as such until the committee member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. *Chairperson.* One member of each committee shall be appointed Chairperson by the person or persons authorized to appoint the members thereof.

Section 5. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum.* Unless otherwise provided in

the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. *Rules.* Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article X Executive Director

The President shall appoint an Executive Director to carry out the programs of the Corporation. The Executive Director shall have the powers of the President, Secretary, and Treasurer, as may be directed from time to time by the Board of Directors. The Executive Director shall be responsible to the President of the Corporation and may be discharged for cause by the President with the approval of two-thirds (2/3) of the Board of Directors.

Article XI Contracts, Checks, Deposits, and Funds

Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, etc.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as determined by resolution of the Board of Directors.

Section 3. *Deposits.* All funds of the Corporation

shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article XII Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation. Such certificates shall be signed by the President or President-elect and by the Secretary or Treasurer.

Article XIII Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

Article XIV Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Article XV Dues

Section 1. *Annual Dues.* The Board of Directors

may determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the Corporation by members of each class.

Section 2. *Payment of Dues.* Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member who joins the Corporation shall pay the full amount for the calendar year.

Section 3. *Default and Termination of Membership.* When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the calendar year or period for which such dues became payable, such member's membership may thereupon be terminated.

Article XVI Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware."

Article XVII Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 XVIII Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds of the members present at any regular

meeting or at any special meeting, if at least twenty days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

Article XIX Indemnification

Section 1. To the extent permitted and in the manner provided by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any

agreement, vote of members or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. By action of the Board of Directors, notwithstanding any interest of the Directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, or other enterprise, against any liability asserted against and incurred by such person in such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law.

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