



American Association of Spinal Cord
Injury Nurses

BYLAWS



BYLAWS

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AASCIN Bylaws

Article I

Name

The name of the Corporation is American Association of Spinal Cord Injury Nurses (Hereinafter referred to as the "Corporation").

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 persons with spinal cord injury and related disorders; 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 related disorders 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 two classes of members: voting and non-voting. The designation of such classes shall be as follows:

- (a) Voting Members shall be duly registered nurses, licensed practical nurses, or licensed vocational nurses who have a professional interest in the nursing care of persons with spinal cord injury and related disorders. Voting members shall be entitled to one vote on each matter submitted to a vote.
- (b) The Board of Directors shall have the authority to establish non-voting membership categories.

Section 2. *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 Voting 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 Voting Members in the Corporation. The number of Directors shall not be less than nine, nor more than thirteen.

(b) The person serving as Executive Director of the Corporation shall serve as a non-voting member.

(c) 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 a Voting 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 Voting 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 Voting 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.

(c) any organization in which he/she or an immediate family member is a director, trustee, officer, member, partner or more than a 10% shareholder.

Section 2. *Disclosure of Conflicts of Interest*

A director or officer shall disclose a conflict of interest by the Board of Directors as soon as possible after the director or officer learns of the conflict.

Section 3. *Approval of Contracts and Transactions Involving Potential Conflicts of Interest*

A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining

that the consideration to be paid is fair to the Corporation.

Section 4. *Validity of Actions*

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its corporate directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director(s) or officer(s) are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his/her or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction were disclosed to the Board of Directors and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested director(s) or officer(s). Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director(s) or officer(s) should not be present at the meeting.

Adopted: September 1993

Amended: September 1995

Amended: September 1998

Amended: August 2007