

**BYLAWS OF Central Counties Professional Nurses Association
(CCPNA) DISTRICT # 4
New York State Nurses Association (NYSNA)**

Mission Statement

The mission of the Central Counties Professional Nurses Association is to advance the profession's standards of nursing practice and education for the purpose of contributing to the well-being of the public we serve in the Central New York region. This mission is achieved by communicating the role and enhancing the visibility of professional nurses in the community; recognizing the accomplishments of individual nurses; supporting the activities of professional specialty groups; influencing policy to improve the delivery of health care; and promoting the interests of nurses and the profession in legislative, regulatory, and political arenas. (Approved by CCPNA Board of Directors, February 9, 2004)

ARTICLE I - NAME, PURPOSE AND FUNCTIONS

Section 1. Name

The name of this association shall be Central Counties Professional Nurses Association, District Four, New York State Nurses Association, hereinafter referred to as the "Association." It shall be comprised of the counties of Cayuga, Cortland, Onondaga and Oswego.

Section 2. Purpose

The purpose of the Association shall be to enhance the delivery of safe, effective and efficient nursing services to the public in Central New York by:

- Advancing the educational and professional standards of nursing;
- Maintaining the honor, character and dignity of the nursing profession;
- Promoting the advancement of nurses;
- Promoting and protecting health and welfare of nurses;
- Promoting cordial relations and cooperation among nurses (individually or in association with one another) at local, state, and national levels.
- Publishing and otherwise disseminating information concerning nursing and nurses; and
- Doing all the things necessary, proper, incidental, suitable, useful and conducive to the accomplishment of the foregoing purposes of the Association in its broadest sense.

Section 3. Functions

The functions of the Association shall be to:

- A. Promote nursing and health services by proposing and effecting a system of delivery of these services as set forth by the New York State Nurses Association (NYSNA) and the American Nurses Association (ANA).
- B. Disseminate information relative to trends in health practices and the delivery of health care.
- C. Promote standards of nursing practice, education, and research.
- D. Promote ethical standards in keeping with the American Nurses Association (ANA).

- E. Initiate and conduct legislative activities that will insure and protect the public's health.
- F. Represent nurses and serve as their spokesperson with allied professional community and governmental groups and with the public.
- G. Stimulate the educational and professional advancement of nurses.
- H. Provide for representation at meetings of the New York State Nurses Association (NYSNA).
- I. Provide for representation of professional specialty groups.
- J. Assist in the recruitment for nursing careers.

ARTICLE II – MEMBERSHIP AND DUES

Section 1. Qualifications

A member is one who:

- A. Has been granted a license to practice as a registered professional nurse in at least one state, territory, possession or District of Columbia of the United States or is otherwise lawfully so entitled to practice and who does not have a license under suspension or revocation, and
- B. Has been accepted for membership in accordance with Association policy, and
- C. Has paid the current dues, and
- D. Has not been suspended or expelled by this Association, or
- E. Requests transfer of membership from another district in NYSNA or another ANA constituent for the remainder of the membership year without further payment of dues.

Section 2. Dues

- A. The voting body establishes annual dues for this Association.
- B. The annual dues provide membership for twelve consecutive months.
- C. Upon failure to pay dues as required by current policy, membership rights and privileges are forfeited.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Responsibility

The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of this Association. It is authorized, by provisions of applicable law, to do all things appropriate and necessary for the development and perpetuation of this Association.

Section 2. Composition

- A. The Board of Directors shall consist of the Executive Committee and six directors at large.
- B. The President, President-Elect and Vice-President must be members of NYSNA.

Section 3. Executive Committee

- A. There shall be an Executive Committee of the Board of Directors composed of the four/five officers of this Association, which shall have all the powers of the Board of Directors to transact business of an emergency nature between regular meetings.
- B. The four/five officers making the Executive Committee of this Association shall be the

President, President-Elect (alternate years only), Vice-President, Secretary, and Treasurer.

Section 4. Elections

- A. The President and the Secretary shall be elected in the odd year.
- B. The President-Elect, the Vice-President and the Treasurer shall be elected in the even year.
- C. Three Directors shall be elected each year.

Section 5. Terms

- A. The President-Elect shall serve a one-year term to learn the duties of the President and then shall become President for a two-year term.
- B. The Vice-President, Treasurer and Secretary shall serve two-year terms.
- C. Directors at Large shall serve two-year terms and may be re-elected once.
- D. No officer or director shall serve more than two consecutive terms in office and not more than eight consecutive years as a member of the Executive Committee or the Board of Directors. Service for a portion, greater than half, of a term shall be considered a term.

Section 6. Functions

The Board of Directors shall:

- A. Transact the business of this Association.
- B. Establish major corporate policies.
- C. Adopt an annual budget.
- D. Provide all financial books for review by a disinterested qualified party every two years in the even-numbered years to coincide with the start of a treasurer's term.
- E. Provide for maintenance of Association materials and funds.
- F. Fill by appointment any vacancy on the Executive Committee except a vacancy occurring in the office of President.
- G. Fill by appointment any vacancy on the Nominating Committee.
- H. Determine the date, place, and registration fee for the membership meetings.
- I. Ratify action authorized by vote of the Executive Committee of the Board of Directors between meetings of the Board of Directors.
- J. Provide for the authorization of professional specialty groups.
- K. Grant exception to the provisions of these bylaws for projects relating to the membership year or the collection and payment of dues.
- L. Confer honorary recognition in accordance with established policy.

Section 7. Meetings

- A. The Board of Directors shall meet a minimum of eight (8) times per year.
- B. Special meetings may be called by the President upon notice to each member of the Board of Directors either by written or verbal communication, and shall be called by the President in like manner and on like notice upon the written request of six or more members of the Board of Directors. Special meetings shall be held at such times and places as may be specified in the notice thereof.
- C. In intervals between regular meetings of the Board of Directors, the President may refer and submit questions relating to the affairs of the Association which, in the opinion of the President, require immediate action on the part of the Board of Directors.

Section 8. Duties of the President

- A. Chair the Board of Directors and the Executive Committee.
- B. Preside at all meetings of this Association.
- C. Serve as an ex-officio member of all committees except the Nominating Committee.
- D. Serve as the official representative of this Association.

Section 9. Duties of the President-Elect

In the absence of the President, the President-Elect shall assume the duties of the President as specified in Article III, Section 8 (A-D).

Section 10. Duties of the Vice President

- A. In the absence of the President-Elect, the Vice-President shall assume the duties of the President-Elect as specified in Article III, Section 9
- B. Maintain direct involvement in at least one standing committee.

Section 11. Duties of the Secretary

The Secretary shall be responsible for all minutes, records, and notifications.

Section 12. Duties of the Treasurer

- A. The Treasurer shall be responsible for the fiscal affairs of this Association.
- B. The Treasurer shall serve as a member of the Finance Committee.
- C. The Treasurer shall File a "990" form for not-for-profit organizations with the IRS when Association income meets or exceeds \$25,000. annually.

Section 13. Duties of the Directors at Large

The Directors at Large shall have direct involvement in at least one standing committee.

Section 14. Vacancies

- A. In the event of a vacancy occurring in the office of President, the President-Elect shall serve as President for the remainder of the President's term and then shall become President.
- B. In the event of a vacancy occurring in the office of President-Elect, the Vice-President shall serve as President-Elect for the remainder of the President-Elect's term. This shall not be construed to mean that the Vice-President shall become President when this term of office is completed.

ARTICLE IV - STANDING COMMITTEES

Section 1. Definitions of Committees

- A. There shall be standing committees on finance, bylaws, legislation, membership, program, public relations, awards and newsletter.
- B. Standing Committees shall be composed of members who shall assume such duties as specified in these bylaws and assigned by the Board of Directors.
- C. The Board of Directors may establish additional committees as necessary to conduct the business of this Association.

Section 2. Committee on Finance

- A. The Committee on Finance shall be composed of three members, including the Treasurer and two other members of the Board of Directors.
- B. The Committee shall elect its chairperson.
- C. The Committee shall establish an annual budget for the fiscal year (January 1 through December 31st)
- D. The Committee shall present the budget to be voted upon at the September business meeting. (Article IX, Section 4, D)

Section 3. Committee on Bylaws

- A. The Committee on Bylaws shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Review and evaluate existing bylaws and consider proposals submitted by members
 - 2. Prepare, in appropriate language, proposed amendments for review and approval by the Board of Directors and the voting body, as specified in Article VIII.
- C. It is the responsibility of the Chair to submit any major changes in the bylaws to the Executive Assistant of the New York State Nurses Association.
- D. Recommended changes in Association bylaws will be mailed to members for discussion/approval at least 4 weeks in advance of the next membership meeting.

Section 4. Committee on Membership

- A. The Committee on Membership shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Study and evaluate matters pertaining to membership promotion .
 - 2. Implement plans for retaining and increasing membership.

Section 5. Committee on Legislation

- A. The Committee on Legislation shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Study and evaluate matters pertaining to legislative issues.
 - 2. Meet with and lobby local Legislators on legislative matters pertaining to nursing.

Section 6. Committee on Program

- A. The Committee on Program shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Plan educational and social programs for the meetings of this Association so as to further the objectives and program of the Association, subject to the approval of the Board of Directors.
 - 2. Work closely with the ad hoc Annual Recognition Dinner Committee to coordinate preparations for the Annual Recognition Dinner and the dinner at the Annual Business Meeting.

Section 7. Committee on Public Relations

- A. The Committee on Public Relations shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Plan and promote the Association's public relations program subject to approval of the Board of Directors.
 - 2. Assist with the promotion of the Association during the Annual Nurses Week
 - 3. Promote better understanding of professional nursing to the public.

Section 8. Committee on Awards

- A. The Committee on Awards shall be composed of at least three members.
- B. The functions of the Committee shall be to:
 - 1. Solicit, review nominations, and recommend candidates for the following award(s) to be presented at the Annual Recognition Dinner:
 - ◆ CCPNA Award for Nursing Excellence
 - ◆ CCPNA Lifetime Achievement Award
 - ◆ Outstanding Nursing Student Award
 - ◆ Other awards as designated by the Board of Directors
 - 2. Solicit, review nominations, and recommend candidates for NYSNA or ANA awards.

Section 9. Committee on Newsletter

- A. The Committee on newsletter shall be composed of at least two members.
- B. The function of the Committee shall be to:
 - 1. Publicize items of interest to the membership
 - 2. Publish a minimum of four (4) newsletters per year
 - 3.. Maintain a file of newsletters

ARTICLE V - PROFESSIONAL SPECIALTY GROUPS

Section 1.

Professional specialty groups shall be established by the Board of Directors to improve professional practice and development within specific areas of practice.

Section 2.

Each professional specialty group shall:

- A. Provide a forum for members for discussion of relevant issues and concerns
- B. Plan a program of clinical interest
- C. Serve as a source for consultation and expertise
- D. Develop positions and policies for recommendation to the Board of Directors
- E. Promote adherence to approved standards of nursing practice.

Section 3.

Officers of each professional specialty groups shall be CCPNA members.

Section 4.

The activities, policies, and pronouncements of each professional specialty group shall be in accord with those of this Association.

Section 5.

There shall be a professional specialty group for the following:

- * Syracuse Area Psychiatric Nurses (SAPN)

Section 6.

The professional specialty group shall determine its own officers and terms of office. The President/Chairperson shall be invited to attend meeting of the Association's Board of Directors. The Executive Committee of the professional specialty group shall be responsible for the conduct of the business of the group.

Section 7.

The professional specialty group may be dissolved by a two-thirds vote of the Board of Directors:

- A. Upon agreement by the Board of Directors and respective group that there is no reason for its continuance; or
- B. Upon failure of the group to carry out its objective or to conform to the principles and requirements of this Association.

ARTICLE VI - NOMINATIONS

Section 1. The Nominating Committee

The Nominating Committee shall be elected annually and shall consist of five members. The chairperson of this Committee shall be the member receiving the greatest number of votes.

Section 2. Functions

The Nominating Committee shall prepare a ticket of at least two members for each office to be filled. Members shall be eligible to serve in only one elected position in the Association at any one time.

Section 3. Slate of Candidates

The Nominating Committee shall present the slate to the Board of Directors for review. At the membership meeting prior to the Annual Recognition Dinner, the slate of candidates shall be presented to the membership. At this meeting, additional nominations may be made from the floor.

ARTICLE VII - ELECTIONS AND VOTING

Section 1.

Election of officers, directors, and Nominating Committee by qualified members shall be by secret mailed ballot.

Section 2.

The ballot shall be mailed at least four weeks prior to the date of the Annual Recognition Dinner.

Section 3.

The procedure for carrying out voting by secret mail ballot shall be determined by the Board of Directors.

Section 4.

The election results shall be announced at the Annual Recognition Dinner.

Section 5.

A plurality vote of those entitled to vote shall constitute an election. The nominees who receive the highest number of votes shall be declared elected.

Section 6.

In case of any tie, the choice shall be decided by lot.

Section 7.

The terms of all officers, directors, and the nominating committee shall commence at the adjournment of the Annual Recognition Dinner, at which time the election results are announced. Newly elected officers, directors, and committee members shall continue for the term specified or until their successors are elected.

Section 8.

All ballots, credentials and other records of the election shall be preserved for one year after the election.

ARTICLE VIII - VOTING BODY

The voting body at each Annual Business Meeting and special meeting shall be composed of the members present. There shall be no proxy voting.

ARTICLE IX - MEMBERSHIP MEETINGS

Section 1.

This Association shall hold a minimum of four (4) membership/program meetings per year, including:

- A. The Annual Business meeting to be held in September.
- B. The Annual Recognition Dinner is to be held each spring at which time newly elected officers will be announced.

Section 2.

- A. The time and place of membership meetings shall be determined by the Board of Directors.
- B. Special meetings may be called by the Board of Directors

Section 3.

Every member is entitled to attend and vote in accordance with established policy.

Section 4.

The order of business at each Annual Business Meeting of this Association shall be in accordance with an agenda adopted at the beginning of the meeting and shall include:

- A. Address of the President
- B. Reports of officers
- C. Reports of standing committees
- D. Adoption of budget to be presented at the September business meeting by the Finance Committee.
- E. Reports of special/professional specialty groups
- F. Miscellaneous business

Section 5.

The order of business at regular meetings shall include:

- A. Call to order
- B. Establishment of a quorum
- C. Reading/acceptance of minutes
- D. Report of officers
- E. Report of standing committees
- F. Report of (special/professional} interest groups
- G. Old business
- H. New business

ARTICLE X - QUORUM

Section 1. Membership Meetings

Three members of the Board of Directors, one of whom shall be the President, Vice-President, or President-Elect, and not less than ten members shall constitute a quorum for the transaction of business at any meeting of this Association.

Section 2. Board Meetings

A majority of the membership of the Board of Directors, including the President, Vice-President, or President-Elect, shall constitute a quorum at any meeting of the Board of Directors.

Section 3. Standing Committee Meetings

A majority of any standing committee, special committee, or professional specialty group shall constitute a quorum.

ARTICLE XI - FISCAL YEAR

The fiscal year of this Association shall begin on January 1 and end on December 31.

ARTICLE XII - ORGANIZATION MEMBERSHIP IN NEW YORK STATE NURSES ASSOCIATION

Section 1. Membership

This Association is a constituent District Nurses Association of the NYSNA. Bi-level members are eligible to participate in all NYSNA and ANA activities.

Section 2. Representation

This Association is entitled to representation at voting body meetings of the NYSNA in accordance with NYSNA bylaws and policies.

Section 3. Boundaries

Boundaries of this Association shall be clearly defined and recorded by the Board of Directors of the NYSNA. Boundaries may be changed by a two-thirds vote of the NYSNA Board of Directors, provided:

- A. Such change has been approved by each district nurses association involved; or
- B. A majority of the members in the area to be changed have requested the change in writing.

Section 4. Responsibilities

The Association shall:

- A. Require that all its members have the qualifications specified in Article II – Membership, Dues, of NYSNA’s bylaws.
- B. Send to the Secretary of NYSNA the names and addresses of all officers immediately following their election or appointment
- C. Confer with NYSNA’s Committee on Bylaws concerning any proposed amendments related to constituent requirements of this Association.

- D. Adopt and maintain bylaws in harmony with the bylaws of the NYSNA and send up-to-date copies to NYSNA.
- E. Submit an annual report to the New York State Nurses Association.

Section 5. Disqualification

Failure to comply with the requirements of these bylaws, or for other cause deemed sufficient, may cause disqualification as a constituent association of NYSNA by a two-thirds vote of the Board of Directors, provided due notice has been given to the Association at least three months before the vote is taken.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order New Revised shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV - OFFICIAL ORGANS

The *Central Counties Professional Nurses Association Newsletter* shall be the official organ of this Association. Information carried therein shall constitute official notification to the membership at all times.

ARTICLE XV - AMENDMENTS

Section 1.

These bylaws may be amended at any membership meeting or special meeting by a two-thirds vote of the accredited voting body present and voting.

All proposed amendments shall be in the possession of the Association's Secretary at least thirty days prior to the date of a membership meeting or special meeting, as the case may be. The proposed amendments shall be communicated to the membership at the time the meeting is publicized.

Section 2.

These bylaws may be amended without previous notice at any meeting by 99 percent of the accredited voting body present and voting.

Revised: Spring, 2005

03/02/'02

09/24/97

10/27/93

10/29/92

Incorporated into type in these Bylaws 10/29/92.

Name change incorporated into Bylaws 10/27/93.