

B Y - L A W S
CHAPTER CHARTER MEMBERSHIP
THE NURSE PRACTITIONER ASSOCIATION NEW YORK STATE

ARTICLE I – GENERAL

Section 1. Name. The name by which the Chapter shall be known and identified with shall be consistent with and reflect the “brand” of The Nurse Practitioner Association New York State (hereby known as “The Association”) as established by its Board of Directors. The name is Nurse Practitioner Association New York State, Syracuse Chapter. Formerly known as The Coalition of Nurse Practitioners, Syracuse Chapter.

Section 2. Purpose. As a Charter member of The Association, The Chapter’s purpose shall include, but not be limited to faithfully supporting The Association in fulfillment of its’ mission, and to promote and encourage policies that are beneficial to The Association, the Chapter and the individual members thereof.

To promote the advancement of the Nurse Practitioner role.

To provide support for Nurse Practitioners and to facilitate networking between professionals.

To increase knowledge of health care professionals and the public regarding the role of the Nurse Practitioner.

To support educational and professional advancement of Nurse Practitioners.

To provide information, promote interest and promote active participation in legislative issue that will impact the practice of Nurse Practitioners.

To provide opportunities to educate health care consumers about health issues.

To identify trends in health care delivery and pursue opportunities to influence them.

To provide opportunities for continuing education.

ARTICLE II – MEMBERS

Section 1. Categories of Membership. There shall be five categories of membership in The Chapter:

(a) ACTIVE MEMBER: Any Nurse Practitioner who holds or is eligible for Nurse Practitioner certification by the State of New York.

(b) STUDENT MEMBER: Any person seeking New York State certification as a Nurse Practitioner enrolled in a nurse practitioner program registered with the New York State Education Department or a program determined by the Board (i.e. out-of state program) to be equivalent to a registered program.

(c) HONORARY MEMBER: Any person who has made significant contributions to The Association and is approved by the Board as an Honorary Member.

(d) **ASSOCIATE MEMBER.** Any person who supports the purposes of The Association but does not otherwise qualify for membership and is approved by The Board as an Associate Member.

(e) **RETIRED MEMBER:** Any retired nurse practitioner no longer gainfully employed as a nurse practitioner who supports the purposes of The Association and was an Active Member for two (2) calendar years prior to retirement.

Section 2. Dues. Dues shall be payable in an amount established by the Board of Directors of The Association. The membership of those who fail to pay their dues within one hundred and twenty (120) days after the first notice of such dues shall be removed from the active member role. The Association shall collect dues on behalf of all of its Chapters and forward dues it collects on behalf of each Chapter to an individual designated by the Chapter President on at least, a quarterly basis.

Section 3. Membership. All local Chapter Members shall also be Members of The Association in the appropriate category as determined under Section 1 of this ARTICLE.

Section 4. Annual and Special Meetings of the Membership. The annual meeting of Chapter Members for the transaction of such business as may properly come before the meeting shall be held on such day as the Board may designate. Special meetings of the Chapter Members may be called by the Board or by the President of the Board. Special meetings of the Chapter Members shall be called by the Chapter President or the Chapter Secretary at the request in writing of a majority of the Board or at the request in writing by Active Members entitled to cast twenty (20) percent of the total number of votes entitled to be cast at such special meeting. Any such request shall be individually signed and dated and shall state the purpose or the purposes of the proposed special meeting. Upon receiving a proper written request, the Secretary or Chapter President shall promptly give notice of such special meeting within ten (10) business days. Business transacted at a special meeting shall be confined to the purpose(s) stated in the request and notice for such meeting.

Section 5. Annual Membership Meetings. Annual Membership meetings of the Chapter shall be held at least annually.

Section 6. Place of Meeting. Meetings of Chapter Members shall be held at such place within or without the State of New York as the Chapter Board or the Chapter President shall designate.

Section 7. Notice of Meetings of Members. Written or electronic notice of each annual, special or regular meeting of Chapter Members shall state the purpose or purposes for which the meeting is called, the place, date, and hour of the meeting, and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally, by confirmed email, or by United States First Class mail or by confirmed facsimile copy (hereinafter "delivery") to each Member entitled to vote at such meeting delivered not less than ten (10) to fourteen (14) nor more than one-hundred twenty (120)

days before the date set for the meeting in such notice. If mailed, the notice is given when deposited in the United States First Class mail, with postage thereon prepaid, directed to the Member at such Member's address as it appears on the record of Members then held by The Association unless such Member shall have filed with the Secretary a request that notices intended for such Member be mailed to a different address, in which case it shall be directed to such Member at such other address.

Section 8. **Waiver of Notice.** Notice of meetings shall be deemed waived by either a Chapter Member submitting a signed waiver of notice to the Secretary or Chapter President either before or after the meeting, or by a Chapter Member attending the meeting without protesting the lack of due notice of such meeting prior to its conclusion.

Section 9. **Quorum of Members.** One hundred or one – tenth of the total number of Active Members on the date of the meeting, whichever is less, shall constitute a quorum for the transaction of any business at a meeting of the Chapter Members, except as otherwise provided by statute or these By-Laws. When a quorum is once present to hold a meeting, it is not broken by the subsequent withdrawal of any Member(s). The Members present at a properly commenced meeting may adjourn the meeting despite the absence of a quorum at the time of adjournment.

Section 10. **Vote of Members.** All action taken at a meeting of the Members shall be authorized by a majority of the votes cast. Active, Student, Honorary and Retired Members may attend meetings of the Members, but only Active and Retired Members shall be entitled to vote. The record date for Members entitled to vote at a meeting of Members shall be the date immediately preceding the date of the first delivery of notice of such meeting.

Section 11. **Proxies.** Every Member entitled to vote at a meeting of the Chapter Members may authorize another person to act for such Member by a duly executed written proxy on such form as approved by the Board of The Association and Chapter. Every proxy shall be signed by the Chapter Member and shall not be valid after the expiration of eleven (11) months from the date of the proxy unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it.

Section 12. **Action of Members Without a Meeting.** Any routine action (such as the annual election of officers) that may be taken by vote of the Members may be taken without a meeting, on written consent, setting forth the action so taken, signed by all of the Members of the Chapter entitled to vote thereon.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General. The property, business and affairs of the Chapter shall be vested in the Chapter and managed by a board of directors (heretofore referred to as the “Board”), which shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Chapter as are permitted by law, and to the extent one exists, the Certificate of Incorporation of the Chapter. A reference to the “entire Board” shall mean the entire number of votes entitled to be cast at the relevant meeting of the Board.

Section 2. Number. For Chapters with Active Members of one hundred or fewer, the Board shall consist of at least three (3) members who shall each be Officers of the Chapter. For Chapters with Active Members greater than one hundred, the Board shall consist of at least five (5) individuals and include all Officers of the Chapter. Two members may share one position. The number of Active Members shall be determined as of the record date elections for directors are held by the Chapter.

Section 3. Election and Term. Each director shall serve until such director’s successor shall have been elected and qualified.

Section 4. Meetings.

(a) **REGULAR BUSINESS MEETINGS:** Regular business meetings of the Board shall be held at least two (2) times annually upon written notice to the directors at such time and place as the Board shall from time to time determine. At a regular business meeting held during the fourth quarter of the calendar year, the annual reports of officers and committees shall be presented. Any member may attend a regular meeting of the Board. Participation is at the discretion of the Chapter President.

(b) **SPECIAL MEETINGS:** Special meetings of the Board shall be limited to Board members and be held upon written notice to the directors and may be called by the Chapter President, at any time or by any director upon written request of not less than one-third of the Members of the Board. Such requests shall state the purpose or purposes of the proposed meeting. Business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 5. **Place of Meetings.** The Board shall hold its meetings at the principal office of the Chapter or at such other places, either within or without the State of New York, as it or the Chapter President may from time to time determine.

Section 6. **Notice of Meetings of the Board.** Written notice of any regular or special meeting of the Board, stating the place, date, time, and purpose(s) for which the meeting is called, shall be given either personally, by facsimile or other electronic transmission, or by mail to each director not less than ten (10) business days before the meeting. If mailed, notice is given when deposited in the United States First Class mail directed to the director at such director's address as appears in the Chapter's records, or, if such director or any Chapter shall have with the Secretary a written request that notices be mailed to such director at some other address, then directed to such director at such other address.

Section 7. **Waiver of Notice.** Notice of a regular or special meeting shall be deemed waived under any of the following conditions: (a) the director has submitted a signed waiver of notice to the Secretary of the Chapter either before or after the meeting; (b) the director attends the meeting without protesting the lack of due notice of such meeting prior to or at the commencement of the meeting.

Section 8. **Quorum and Vote.** Except as otherwise required by law or, to the extent that one exists, in the Certificate of Incorporation or in these By-Laws: (a) a quorum for the transaction of business at such meeting shall exist when at least three (3) votes of the Board entitled to vote at the relevant meeting are present; (b) when a sufficient number of Board members is present to constitute a quorum, the quorum is not broken by the subsequent withdrawal of any members of the Board prior to adjournment of such meetings; except that when only a minimum number of votes are present to constitute the quorum, the quorum shall be broken by the subsequent withdrawal of any members of the Board; and (c) as long as a majority of the quorum approves an action, the action is valid notwithstanding withdrawal of any members of the Board to a level less than a quorum.

Section 9. **Presumption of Assent.** A director who is present at the meeting of the Board in which action on any matter shall be taken shall be presumed to have entered into the action unless such director votes against such action or expressly abstains from voting.

Section 10. **Chapter President.** At all meetings of the Board, in the absence of the Chapter President, an acting President shall be chosen by the Board to preside unless the President has so designated an Officer to

preside in his or her absence and made that known to the Secretary of the Chapter.

Section 11. **Action of Directors Without a Meeting.** Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all of the members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action.

Section 12. **Resignation.** A director may resign from the Board at any time by presenting to the Chapter President a written letter of resignation. Such letter shall be presented to the Board by the President at the next meeting of the Board following receipt of such letter. Such resignation shall be effective upon receipt by the President unless otherwise specified in the letter of resignation. The acceptance of a resignation shall not be necessary to make it effective; however, no resignation shall discharge any accrued obligation or duty of a director.

Section 13. **Removal.** Any director may be removed for cause at any time by a vote of a majority of the entire Board at any meeting, provided that notice of the proposed resolution to remove the director has been stated in the notice of the meeting. For purposes of this Article, “for cause” shall include but not be limited to the following: (1) a material and substantial failure of a director to perform the duties and responsibilities of a director; (2) conviction of a felony or misdemeanor which reasonably could be considered contrary to the best interests of The Association or renders the director unfit or unable to perform the duties and responsibilities of a director; or (3) commission of any unambiguous act of dishonesty or disloyalty toward the Chapter or The Association. The Board shall consult an attorney or The Association’s Legal Counsel prior to taking any action to remove a Board member.

ARTICLE IV - OFFICERS

Section 1. **Number.** The Officers of the Chapter shall at least consist of a President, Secretary, and Treasurer. All Officers shall be Active Members and elected to the position, except for any vacancies during an Officer’s term as specified under Section 3 of this ARTICLE.

Section 2. **Election and Term.** The Board shall recruit and recommend to members entitled to vote pursuant to Article II, Section 1 of these bylaws, candidates who have the professional expertise and/or experience required to fulfill the functioning of office as specified under Section 4 of this ARTICLE. The election of Officers of the Chapter shall be by the Active Members at a time and place designated by the Board of Directors of the Chapter. Each elected Officer shall hold office for a specified term and until such officer's successor has been elected and

qualified, or until the Officer resigns or is removed in the manner hereinafter provided. The term of office shall commence on a date to coincide with the beginning of the calendar year following the annual election of Officers. Officers shall deliver all records, documents and other pertinent materials to their successor within two (2) weeks of the expiration of their term or termination of office.

Section 3. **Vacancies.** In the event of the death, resignation or removal of an elected Officer, the Chapter shall hold a special election to appoint a successor to fulfill the unexpired term. The special election shall be held within 60 days of the vacancy.

Section 4. **General Duties and Responsibilities**

(a) CHAPTER PRESIDENT: The President shall have responsibility for the supervision of the business and affairs of the Chapter subject to the direction of the Board.

S (he) shall appoint standing committee Chairs subject to the approval of the Board, and shall appoint special committees as deemed necessary. S (he) shall function as President of the Board and preside at all meetings of the Members, the Board and the Executive Committee. The President shall perform all the duties usually incident to the office of President and shall be, ex officio, a voting member of all Committees. The President shall serve as the Chapter Liaison to the Regional Representative of the Association to communicate and coordinate all relevant information and activities of the Chapter, except that s (he) may designate an individual member from the Chapter to fulfill this function and responsibility. The President shall also appoint a Grassroots Legislative Coordinator as well as a Membership Coordinator for the Chapter to assist The Association and its respective Committees on all relevant activities at the Chapter level.

(b) PRESIDENT ELECT: The President Elect shall serve as a member of the Executive Committee and will assume the office of president for the year following the term of President Elect. This officer serves as an advisor to the Public Relations committee and ex-officio to all committees except the Nominating committee, and arranges monthly meetings, locales and speakers.

(c) SECRETARY: The Secretary shall attend all meetings of the Board, Chapter, and, to the extent one exists, its Executive Committee, and record and make available to The Association, all votes and minutes of all proceedings thereof in a book to be kept for that purpose; give or cause to be given notice of all special meetings of the Board and all other notices required by law or by these By-Laws; keep all the corporate books and legal records

of the Chapter as required by law or otherwise in a proper and safe manner; and perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board or the Chapter President.

(d) **TREASURER:** The Treasurer shall have the custody of the corporate funds, securities, evidences of indebtedness and other valuable documents; keep full and accurate accounts of receipts and disbursements in the corporate books. The Treasurer disburses the funds of the Chapter as may be ordered or authorized by the Board and preserves proper vouchers for such disbursements; renders to the Chapter President and Board at the regular business meetings of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Chapter. The Treasurer shall render a full financial report at the annual meeting of the Chapter as well as provide a copy to The Association to incorporate into its Annual Report. The Treasurer may request and be furnished with such reports and statements as such Treasurer may require as to all financial transactions of the Chapter. The Treasurer shall perform such other duties as from time to time may be prescribed by the Board or the Chapter President. The Treasurer shall preside over all Finance Committee functions.

ARTICLE V - COMMITTEES

Section 1. Board Committees. The Chapter President may establish Committees of the Chapter as needed and may appoint the Members thereof.

ARTICLE VI – STATE LEVEL BOARD REPRESENTATION

Section 1. Regional Representative. The Chapter shall be represented on The Association’s Board of Directors through a Regional Representative or its Alternate, who shall be duly elected by all Active Members of the Chapter entitled to vote therein and in accordance with ARTICLE II, Section 1 of these By-laws, except that initial appointments beginning January 1, 2004, will be made by The Association Board of Directors in accordance with ARTICLE V, Section 4 of The Association By-Laws.

ARTICLE VII - FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Chapter shall coincide with the fiscal year of The Association if possible.

Section 2. Books and Accounts. The books and accounts of the Chapter shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices.

Section 3. Audit Report. At the close of every fiscal year coinciding with the end of the Treasurer’s term of office, the books and records shall be audited and/or reviewed by a Certified Public Accountant, in accordance

with generally accepted accounting practice. The results will be delivered to The Association within 60 days of the close of the fiscal year.

ARTICLE VIII - BY-LAW CHANGES

The By-Laws may be adopted, amended or repealed by no less than fifteen (15) percent of the Chapter members entitled to vote, provided notice of the meeting and of the proposed action shall have been given in accordance with ARTICLE II, Section 7 of these By-Laws. Upon approval, these By-Laws shall immediately take effect. All Chapter By-Laws shall be compatible with The Association's By-Laws as determined by The Association's Board.

ARTICLE IX – DISSOLUTION

The Chapter may be dissolved by the Active members of the Chapter and The Association in accordance with ARTICLE III, Section 6 of The Association's By-Laws.

ARTICLE X – REFERENCES

Any reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically excepted.

All pronouns and any variations thereof in these By-Laws shall be deemed to refer to masculine, feminine, or neuter, singular or plural, as the identity of the person or persons referred to may require.

Revised and adopted 11/10/2009.

Adopted by: Margaret Wade By Laws Chairperson On 11/10/2009

Chapter Name: Syracuse