

ARTICLE I – NAME

The name of the organization shall be the NORTH COAST OHIO SOCIETY OF GASTROENTEROLOGY NURSES and ASSOCIATES (hereinafter “regional society”). The regional society is a chartered society of the SOCIETY OF GASTROENTEROLOGY NURSES and ASSOCIATES (hereinafter “SGNA”) and is subject to its bylaws and policies.

ARTICLE II – OBJECTIVES/PURPOSE

The purpose of the Regional Society is to unite all persons in the North Coast Ohio region engaged in the field of gastroenterology/endoscopy in order to maintain a Regional Society dedicated to the constant endeavor of promoting the highest professional standards for gastroenterology nurses and associates. The Regional Society shall promote and provide education and information to its members; it shall advocate optimal care for patients with digestive diseases and those undergoing diagnostic and therapeutic procedures.

ARTICLE III – GOALS

The goals of this Regional Society are:

- a. To encourage and develop educational programs
- b. To advance the science, technology and arts of gastroenterology/endoscopy nurses and associates through meetings, lectures, publications, and other material.
- c. To cooperate with other professional associations, hospitals, service companies, industry, governmental organizations and other agencies interested in the Regional Society.

ARTICLE IV – INTENT

Said Regional Society is organized exclusively for charitable, educational and scientific purposes, and shall be chartered under the General Not for Profit Corporation of the State of Ohio. All earnings of the Regional Society shall be subject to the regulations by this status.

ARTICLE V – CODE OF ETHICS

As professionals in the field of gastroenterology/endoscopy, the members of the Regional Society affirm our willingness to perform our duties with accuracy, thoughtfulness and care. We are aware that knowledge obtained regarding patients in the course of our work must be treated as confidential and hold inviolate the confidences placed in us by patients and physicians.

ARTICLE VI – MEMBERSHIP

Qualifications for membership in the Regional Society shall be the same as those for membership in SGNA. Classes of members shall be those designated by the SGNA in its bylaws. Membership applications, classification changes, resignations, suspensions, and expulsions shall be acted upon by SGNA. The membership of this Regional Society shall include two classes: Voting and non-voting members. Voting rights and privileges of holding office shall be vested only in voting members.

- A. Prerequisites: Each applicant for membership shall meet qualifications of ethical standards as defined by the code of ethics. Application for membership can be made by a person engaged in full or part time gastroenterology/endoscopy procedures. This shall include those working in clinical, technical, supervisory, teaching or administrative capacity.
- B. Classes of Members
 1. Voting Members: Voting membership in the regional is limited to licensed nurses and associates involved in, or associated with, gastroenterology and/or endoscopy nursing practice. Categories are limited to:

- a. Licensed Nurses - defined as registered nurses and licensed vocational/practical nurses.
 - b. Associates – defined as assistive personnel such as technicians, technologists and assistants.
2. Non-voting members: Non-voting membership in the Regional 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 include, but are limited to:
- a. Affiliates – defined as individuals other than licensed nurses such as physicians, consultants, industry representatives and educators.
 - b. Students – defined as individuals who are not licensed, but are enrolled in an accredited nursing program. Proof of student status shall be required.
 - c. Honorary – defined as individuals who have rendered outstanding service to the Regional 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 of Directors After reviewing the nominee’s qualifications and must be approved by a majority vote of the Board of Directors.

ARTICLE VII – DUES AND FISCAL YEAR

Annual dues of the Regional Society shall be determined by the Regional Society Board of Directors. Dues shall be collected by SGNA in combination with national dues and shall be rebated to the Regional Society. Payment of the dues is defined in SGNA bylaws and policy.

The fiscal year of the Regional Society shall begin January 1

ARTICLE VIII – ORGANIZATON/ELECTIVE OFFICERS

The Board of Directors shall consist of a minimum of three directors (officers) elected by the members. The elected officers of this Regional Society shall be the president, president-elect, secretary, treasurer, and two board members.

The affairs of the Regional Society shall be managed by this elected NCOSGNA Board.

One delegate and one alternate delegate may be appointed by the NCOSGNA Board to SGNA’s House of Delegates.

The immediate past-president will serve as ex-officio director, advisor to the Board for a period of one year.

A. OFFICERS:

1. President

The president shall represent the Regional Society as an organization. He/she shall preside over all meetings of the Regional Society. He/she shall be responsible for the appointment of the chairperson of all committees except Nominations & Elections Committee. He/she shall submit an annual report of the Regional Society to all members and SGNA Board of Directors.

2. President-elect

The president-elect will automatically accede to the presidency when the president’s term ends. He/she shall become

active president and assume the duties of the office in the event of the president's absence, disability or resignation. He/she shall assume the responsibility of the Program Director for the annual educational course, and such duties as may be delegated by the president or the Board of Directors.

3. Secretary

The secretary shall record the minutes of all meetings of the Regional Society and the Board of Directors. He/she shall be responsible for communication of these minutes to the membership and to the Board. He/she is responsible for notification to the Board of board meetings. He/she shall keep on file an accurate membership list duplicating that of the treasurer. He/she shall preserve correspondence, reports, and records in a permanent file. In the event both the president and the president-elect are unable to attend any meeting of the Regional Society, it shall be the duty of the secretary to call the meeting to order and then have the active members select a chairperson pro-temp for the meeting. He/she shall keep a permanent record of members attending the general meetings.

4. Treasurer

The treasurer shall be responsible for the funds of the Regional Society. He/she shall keep an accurate record of all receipts and disbursements, and shall submit reports of financial status of the Regional Society to the general membership. He/she shall keep on file an accurate membership list received monthly from SGNA.

5. Directors (Board Members)

The directors (board members) shall assist in the decision and direction of the Regional Society. One board member will serve as chairperson of the Articles and Bylaws Committee. Selected duties shall be assigned by the president.

The board members shall have the authority and perform such duties in the management of the Regional Society provided in these bylaws and in the Regional Society policy.

The Delegate and Alternate Delegate shall represent the Regional Society at the SGNA House of Delegates.

Only active members are eligible to be an elected officer of the Regional Society.

B. TERMS

1. The president shall serve a one-year term and automatically accede to office of immediate past president. No person can be elected to consecutive terms as president. The immediate past president serves as chairperson of Nominations and Elections Committee.
2. The president-elect shall serve a one-year term and automatically accede to the office of president.
3. The secretary shall serve a two-year term and may serve a maximum of two consecutive terms. the secretary shall be elected in even numbered years.
4. The treasurer shall serve a two-year term and may serve a maximum of two consecutive terms. the treasurer shall be elected in odd numbered years.
5. The board members shall serve a two-year term and may serve a maximum of two consecutive terms. One board member will be elected in an even numbered year. One board member will be elected in an odd numbered year.
6. The terms of office shall begin January 1.
7. Any eligible member may serve both as Secretary and Treasurer. No person may hold any other combination of offices. Any officer may be chair or a member of any committee.

C. VACANCIES

Vacancies that occur in the elected office of the Regional Society, due to any circumstances, shall be filled by a majority vote of the Board and shall serve to complete the term.

D. REMOVAL

Officers elected by the membership may be removed from office by two-thirds vote of the members present at a meeting, if in the judgment of the members, the best interest of the Regional Society will be served thereby. Chairs or Committee members appointed by the Board of Directors may be removed by a majority vote of the Board.

E. QUORUM and VOTING

A majority of the Board of Director shall constitute a quorum for the transaction of business at any meeting of the Board. Voting at all meetings of the Board shall be by show of hands unless otherwise decided by the Board. Voting privileges shall remain solely with the Board. Each member of the Board of Directors, regardless of the number of offices or committee memberships he/she holds, shall only have one vote.

F. MEETINGS

The Board of Directors shall meet monthly or at the discretion of the President. Notice of all regularly scheduled meetings of the Board shall be given to each board member at least two weeks prior to the date of the meeting. The president may invite chairpersons of committees to attend Board meetings, but they shall have no vote.

Special meetings of the Board of Directors may be called at the discretion of the president, by request of any three board members or by request of at least ten percent of the general/active membership.

The Board shall direct the business and financial affairs of the Regional Society, establish administrative policy, set dues, review committee reports and determine the action to be taken and perform such duties as may be prescribed by the bylaws. All members of the Board of Directors must attend a minimum of 50% of the board meetings and 50% of the general meetings per year.

G. RECORDS

All records of NCOSGNA are open to members for review upon written request.

H. COMPENSATION and REIMBURSEMENT

The members of the Board shall serve without compensation. The expenses of the Directors and committee chairpersons incurred in the pursuance of their duties may be reimbursed from the funds of the Regional Society. Reimbursement of any expenses may be granted by the president and/or treasurer of the Regional Society after proper receipts have been submitted.

I. TERMINATION

By affirmative vote and two-thirds (2/3) majority, the officers may petition the SGNA Board of Directors to terminate the membership of any member who have become ineligible for membership any may request that SGNA Board of Directors suspend or expel a member for cause after an appropriate hearing.

J. TRANSFER

Membership is not transferable or assignable.

ARTICLE IX – STANDING COMMITTEES

The standing committees and their duties shall be as follows: these committees shall perform, in addition to those listed, any such duties as may be delegated by the president or by the Board.

A. Committee on Articles and Bylaws

1. to evaluate the articles and bylaws and recommend changes and/or additions.
2. to prepare any amendments that will be brought to vote.
3. to consist of a chairperson appointed from within the Board of Directors and committee members as designated.

B. Committee of Nominations and Elections

1. to prepare a slate of all candidates for elected office.
2. to notify the general membership of the nominees for office and for vacancies on the board.
3. to prepare, mail and count the ballots at the Fall general meeting.
4. to consist of a chairperson, (the immediate past-president) and committee members.

C. Committee on Education and Program

1. to concern itself with continuing education, programs, and special projects.
2. to establish a resource file listing speakers, topics and audio-visual materials.
3. to establish educational guidelines for Regional Society sponsored programs.
4. to consist of a chairperson and committee members as designated.

D. Committee of Public Relations

1. to be responsible for publicizing meetings and educational programs.
2. the newsletter designating the date, time and place of the general meetings will be mailed out at least 14 days prior to the meetings.
3. to consist of a chairperson and committee members as designated.

E. Delegate and Alternate Delegate to SGNA House of Delegates

1. to be appointed by the NOCSGNA Board.
2. the delegate will function as liaison between NCOSGNA and SGNA House of Delegates.
3. in the event the delegate is unable to serve, the alternate delegate will assume the duties.
4. both shall attend the House of Delegates.
5. the delegate will be seated and have voting privileges in keeping with SGNA bylaws.

F. WAYS & MEANS

1. to be appointed by the Board of NCOSGNA
2. to serve a minimum of two years.
3. to generate revenue for the organization.

G. HISTORIAN

1. to be appointed by the NOCSGNA Board.
2. to serve a minimum of two years.
3. to prepare, update, and maintain the history book of the organization.

ARTICLE X – COMMITTEE CHAIRPERSONS

Committee chairpersons shall arrange committee work assignments and present an annual written report to the secretary. They shall also submit a year-end financial report to the treasurer. All pertinent correspondence shall be submitted to the secretary who will then forward copies to the president. They shall act as an advisor to the incoming chairperson.

ARTICLE XI – ELECTIONS

The election of officers shall be at the Fall meeting. Any active member of the Regional Society shall be eligible to hold office provided:

1. he/she has been a continuous active member for two consecutive years prior to the year he/she is running for office.
2. has attended 50% of the meetings each year.
3. dues are paid and received by SGNA according to the SGNA bylaws.

All nominees must submit in writing their acceptance to run for office to the Chairperson, Committee of Nominations and Elections, at least forty-five days prior to the date of the election. The nominees shall include in their acceptance letter a brief professional autobiography (not to exceed 200 words). The Regional Society will not sanction campaigning in any form.

The Nominations and Elections Committee will accept nominations from active members. The Chairperson of the Nominations and Elections Committee shall have a list of current active members for the purpose of checking credentials of potential candidates.

ARTICLE XII – VOTING

Voting shall be by ballot and plurality shall elect. Ballots, along with candidate's resumes, will be sent to each member no later than thirty (30) days prior to election and must be returned (postmarked) no later than five (5) days before the Fall meeting.

ARTICLE XIII – MEETINGS AND QUORUM

A. Meetings

1. The members of the Regional Society shall hold a minimum of two meetings per year. The time and place will be designated by the Board. During the Fall meeting, officers of the Regional Society shall be elected.
2. Educational offerings shall total a minimum of three (3) hours per meeting.

B. Quorum

1. Ten percent (10%) of all voting members of the Regional Society shall constitute a quorum at any meeting.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rule of Order, revised, shall be normative for this Regional Society.

ARTICLE XV – DISSOLUTION OF REGIONAL SOCIETY

Upon the dissolution of the organization North Cost Ohio Society of Gastroenterology Nurses and Associates (NCOSGNA), after payments of all outstanding debts, the remaining funds and assets will be turned over to the Society of Gastroenterology Nurses and Associates, Inc., (SGNA) for application to activities and purposes consistent with those of the Regional Society.

ARTICLE XVI – MEDICAL ADVISORS

The medical advisors shall consist of two physicians, belonging to a professional medical association related to the field of gastroenterology/endoscopy. The term of office shall be three years.

Members may submit their choices for medical advisors to the president for the Fall meeting of the Board. The Board shall make a decision on names recommended and invite those physicians selected to serve.

ARTICLE XVII – AMENDMENTS

The term “amendments” shall mean and include any and all of the following: the adoption of a new bylaw, the change in part or whole of an existing bylaw or the repeal of a bylaw.

Amendments may be proposed by any officer, the committee on Articles and Bylaws or by written proposal bearing the signatures of at least five (5) persons from the general membership.

All proposed amendments will be submitted to the chairperson, committee on articles and bylaws for review and edit. The chairperson will submit any proposed amendment to the Board. If adopted by the Board, they will be subject to ratification by a simple majority of the members present at the next general meeting. Proposed amendments will be discussed and voted upon at the meeting. Members will be notified of amendments to the Articles and Bylaws by newsletter.

Amendments to these articles and bylaws shall be submitted in writing to SGNA not later than thirty (30) days following the adoption of such amendments. SGNA retains the right to approve amendments. These bylaws must at all time be changed in such a manner as to render the bylaws consistent therewith, and these bylaws shall be amended immediately to eliminate inconsistency of the bylaws.

ARTICLE XVIII – NONDISCRIMINATION POLICY

The policy of North Coast Ohio SGNA is nondiscriminatory on the basis of disability, race, color, creed, religion, sex, age, country of origin, country of education, or sexual orientation.

ARTICLE XIX – APPLICABLE LAW

In the event of a conflict between the terms of these bylaws and the state law applicable to North Coast Ohio SGNA, the relevant provisions of the applicable state law shall govern.

ARTICLE XX – INDEMNIFICATION AND INSURANCE

North Coast Ohio SGNA shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an officer of the NCOSGNA, as a member of the Board of Directors of NCOSGNA, as a member of any duly authorized committee of NCOSGNA, from and against any and all claims and liability. whether the claims are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse to the extent not otherwise reimbursed by insurance: each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for any claims, liabilities, cost or expenses incurred in connection with any claims or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify his or her, or if the claim or liability arose out of the person's:

1. Willful failure to deal with NCOSGNA or its members in connection with a matter in which the person has a material conflict of interest.
2. Violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
3. Transaction from which the person derived an improper personal profit or benefit; or willful

misconduct.

INSURANCE

The NCOSGNA may obtain insurance to protect the officers, board members, and committee members against liability, in accordance with the policies and procedures of SGNA. *(While this provision is very broad, it provides for insurance coverage, which may be obtained through the national arrangement).*

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