

## ARTICLE I NAME AND LOCATION

**Section 1. Name.** The name of this organization shall be the Florida State Chapter of the Association of Rehabilitation Nurses, a not for profit organization, hereafter referred to as "FSARN" or "the Chapter." The Association of Rehabilitation Nurses shall be referred to as "the Association. " The Chapter is comprised of districts. Each district operates under the guidance and Bylaws of FSARN.

## ARTICLE II PURPOSE

It shall be the purpose of the Chapter to advance the quality of rehabilitation nursing service throughout the community through the following objectives.

- 1) To offer education opportunities which promote an awareness and interest in rehabilitation nursing and improve the expertise of personnel on all levels;
- 2) To facilitate the exchange of ideas in rehabilitation programs; and
- 3) To represent and promote the objectives of the Association of Rehabilitation Nurses within its boundaries.

## ARTICLE III MEMBERSHIP

**Section 1. Qualifications.** Membership in the Chapter may be granted to any Association member who resides or works in the geographic area encompassed by the Chapter or who requests to be a member of the Chapter.

**Section 2. Application for Membership.** All applicants for membership shall complete and sign an application and submit the application to the Association of Rehabilitation Nurses.

**Section 3. Voting Membership.** Only those members entitled to vote under the Association's bylaws shall be eligible to vote in the Chapter.

**Section 4. Resignation.** Members may resign from the Chapter at anytime by filing a written resignation with the Secretary of the Chapter, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore incurred and unpaid.

**Section 5. Termination.** Membership in the Chapter shall be terminated whenever membership in the Association is terminated. A Chapter membership may also be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule or practice of the Chapter. Expulsion shall be by two thirds (2/3) vote of the entire membership of the Chapter Board of Directors provided, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member and he or she has been given a reasonable opportunity to defend against the charges; such member, if removed, may appeal the decision of the board to the Annual Meeting of the Chapter, provided that a notice of intent to appeal is given to

the president at least thirty (30) days in advance of the meeting. In addition, the membership of any member who becomes ineligible of membership or who shall be ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Chapter Board of Directors.

## **ARTICLE IV DUES AND ASSESSMENTS**

The initial and annual dues for each member of the Chapter, time for paying such dues and other assessments, if any, shall be determined from time to time by the Chapter Board of Directors.

## **ARTICLE V MEETINGS OF MEMBERS AND VOTING**

**Section 1. Regular Meetings.** At least one Regular Meeting of the members shall be held annually at such day, time and place as may be determined by the Chapter Board of Directors. This meeting shall be the annual business meeting of the Chapter members for receiving reports and for such other business as may properly come before the meeting.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Chapter Board of Directors at any time; or shall be called by the president upon receipt of a written request by twenty-five percent (25%) of the voting members (stating the purposes of the proposed meeting), within thirty (30) days after the filing of such request with the Recording Secretary. The business to be transacted at any special meeting shall be stated in the notice thereof and no other business may be considered at that time.

**Section 3. District Meetings.** District meetings may be held throughout the Chapter as recommended and approved by the Board of Directors in accordance with the Chapter Bylaws.

**Section 4. Notice of Meetings.** Notice of any meeting of the members shall state the time, date and place of the meeting and shall be given not less than fourteen (14) days or more than sixty (60) days prior to the date of such meeting.

**Section 5. Quorum.** The presence in person of not less than one-tenth (1/10) of the members shall constitute a quorum at any meeting of the members.

**Section 6. Voting.** At all meetings of the chapter, each voting member shall have one vote, and may take part and vote in person only. All questions, except as otherwise provided by law or by these bylaws, shall be decided by the vote of a majority of the members entitled to vote and voting thereon provided that a quorum is present.

**Section 7. Mail Vote.** Any action requiring a vote of the members may be taken by mail ballot. The action taken shall be effective upon the written consent of a majority of the members entitled to vote.

**Section 8. Rules of Order.** The meetings and procedures of the Chapter and Districts shall be regulated and controlled according to Robert's Rules of Order Newly Revised, except as may be otherwise provided by these bylaws.

**Section 9. Reports to Association.** The actions of the Chapter shall be reported to the Association within thirty (30) days of the action taken.

## ARTICLE VI OFFICERS

**Section 1. Elective Officers.** The elective officers of the Chapter and Districts shall be a president, a president elect, a recording secretary, corresponding secretary, and treasurer, and such other elective officers as may be determined from time to time by the Chapter Board of Directors.

**Section 2. Election and Term of Office.** The elective officers shall be elected by the membership. NO member may simultaneously hold more than one of the elective offices of the chapter. The nominating committee shall prepare and submit to the membership qualified nominations for each elective office of this chapter. The elective offices shall be elected by mail ballot and installed at the annual meeting following elections. The term of office shall last 2 years beginning on July 1.

**Section 3. Vacancies and Removal.** A vacancy in any elective office because of death, resignation, removal, disqualification or otherwise, maybe filled by the Chapter Board of Directors for the un-expired portion of the term. Any elective officer maybe removed by a majority vote of the Chapter Board of Directors whenever in their judgment the best interests of the Chapter would be served thereby.

## ARTICLE VII DUTIES OF OFFICERS

**Section 1. President.** The President shall be the chief executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter. The president shall preside at all meetings of the Chapter Board of Directors and shall be the Chairman of the Board. The president may sign, with the treasurer or any other proper officer of the Chapter authorized by the Chapter Board of Directors, any deed, mortgages, contracts or other instruments which the Chapter Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Board of Directors or by these bylaws or by statute to some other officer or agent of the Chapter, shall supply the Association with such written reports as requested by the Association's Board of Director; and in general shall perform all duties incident to the office of the president and such other duties as maybe prescribed from time to time by the Chapter Board of Directors.

**Section 2. President-Elect.** In the absence of the president or in the event of the president's inability or refusal 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, and shall perform such other duties as from time to time maybe assigned by the president or by the chapter Board of Directors. The President-Elect shall automatically succeed to the office of the president.

**Section 3. Recording Secretary.** The recording secretary shall keep the minutes of the meetings of the Chapter Board of Directors in one or more books provided for that purpose; and shall perform all duties incident to the office of Recording Secretary and such other duties as maybe assigned from time to time by the president or Chapter Board of Directors.

**Section 4. Corresponding Secretary.** The Corresponding Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law, perform the duties of the Recording Secretary in her absence, and such other duties as maybe assigned from time to time by the President or Chapter Board of Directors.

**Section 5. Treasurer.** The treasurer shall be in charge and custody of and be responsible for all funds and securities of the Chapter; receive receipts for monies due and payable to the Chapter from any source whatsoever and deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall prepare such reports as requested by the Association's Board of Directors; and in general shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Chapter Board of Directors.

## **ARTICLE VIII CHAPTER BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The affairs of the Chapter shall be managed by the Chapter Board of Directors, which shall have supervision, control, and direction of the affairs of the Chapter; shall actively prosecute its objectives and have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable so long as they are not inconsistent with any rules adopted by the Association and may in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition and Tenure** Chapter Board of Directors shall be comprised of the president, immediate past president, president-elect, recording secretary, corresponding secretary, treasurer, nominating chair and district presidents who shall automatically be directors of the Chapter. Directors shall be elected for a two-year term by the membership. Each director shall hold office until his or her successor is duly elected and takes office. The term of office shall begin on July 1.

**Section 3. Meetings of the Board.** The Chapter Board of Directors may provide by resolution the time, date, and place for the holding of a regular annual meeting and additional regular meetings of the Board without other notice than such resolution. Special meetings of the Chapter Board of Directors may be called by or at the request of the president or any three directors. Written notice of special meetings of the Chapter Board of Directors shall be sent to each director's last known address by mail or, email at least ten (10) days before the time designated for such meeting. In an emergency, telephone vote by the elected officers may be held and reviewed by the Board of Directors at the next regular meeting for their approval. All meetings of the Board of Directors shall be open to the voting members of the chapter.

**Section 4. Quorum of the Board.** A majority of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 5. Voting.** At all meetings of the Chapter Board of Directors, each director shall have one vote and may vote in person only. In the event that the District President is unable to attend, a designated District member may vote on his/her behalf.

**Section 6—Telephone Conferences:** Members of the Board, or of any committee designated by the Board, may participate in and act at any meeting of the Board or committee through the use of a conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

**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 Chapter Board of Directors, except as otherwise provided by these bylaws

**Section 8. Reports to Association.** The actions of the Chapter Board of Directors shall be reported to the Association within thirty (30) days to the action taken.

## **ARTICLE IX CHAPTER COMMITTEES**

**Section 1. Committees of Directors.** The Chapter Board of Directors may designate one or more committees of directors by resolution adopted by a majority of directors. To the extent provided in said resolution, each committee of directors shall have and exercise the authority of the Chapter Board of Directors in the management of the Chapter; however, the delegation of authority to such committees shall not operate to relieve the Chapter Board of Directors, or any individual director, of any responsibility imposed upon them by law.

**Section 2. Nominating Committee.** The Chairman of the nominating committee shall be elected by the voting membership. The president, with the approval of the majority of the Board of Directors, shall confirm membership on the nominating committee. The nominating committee shall be responsible for reviewing candidates for elective offices and shall make recommendations concerning such candidates to the membership.

**Section 3. Other Committees.** Other committees may be designated by approval of the majority of the directors. The president shall appoint the chairman of each committee. Any member may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Chapter shall be served by such removal.

**Section 4. Term of Office.** Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member 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 original appointment.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Chapter Board of Directors designating a committee, the act of a majority of the members present at a meeting 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 Chapter Board of Directors.

## ARTICLE X FINANCE

**Section 1. Fiscal Period.** The fiscal period of the Chapter shall be January 1 through December 31.

**Section 2. Contracts.** The Chapter Board of Directors may authorize any officer or officers, agent or agents of the Chapter in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the chapter and such authority may be general or confined to specific instances; provided further, that no such contract or instrument in an amount in excess of \$250 may be executed without first obtaining the express written consent of the president of the Chapter with the approval of the majority of the Board of Directors.

**Section 3. Checks, Drafts, etc.** Two officers or agents of the Chapter and in such manner as shall from time to time to be determined by resolution of the Chapter Board of Directors shall be authorized to sign all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chapter. In the absence of such determination by the Chapter Board of Directors, such instrument shall be authorized by the treasurer and countersigned by the president, president-elect or other authorized director of the Chapter.

**Section 4. Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as may be selected by anyone or more officers or agents of the Chapter to whom such power may from time to time be delegated by the Chapter Board of Directors.

**Section 5. Bonding.** The Chapter Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine necessary.

## ARTICLE XI BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Chapter Board of Directors.

## ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provision of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or bylaws of the Chapter, 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 XIII INDEMNIFICATION

The Chapter shall provide for the indemnification of all its officers, directors, employees and agents to the full extent permitted by law, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time, by the Chapter Board of Directors.

**ARTICLE XIV  
AMENDMENT OF BYLAWS**

These bylaws may be amended or repealed and new bylaws may be adopted by two thirds (2/3) majority of the voting membership either 1) present at any regular meeting of the Chapter, or 2) responding to written ballot. Notice of such proposed changes must be sent in writing to voting members thirty (30) days before such vote. Amendments may be proposed to the members of the bylaws committee. Any amendment to the bylaws shall be reported to the Association within thirty (30) days of the action taken, to confirm compliance within the rules of the Association.

**ARTICLE XV  
REVOCATION OF CHARTER**

The Charter of the Chapter may be revoked by the Board of Directors of the Association when, in its judgment, the actions of the Chapter have violated the bylaws, policies, procedures, rules or regulations or the Association; provided, that the Chapter shall be apprised of any such violations and shall have ninety (90) days in which to cure the violations.

**ARTICLE XVI  
COMPENSATION**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No member of the Board of Directors shall receive compensation for their services.

**ARTICLE XVII  
DISSOLUTION**

In the case of dissolution of the Chapter, remaining funds and records of the Chapter shall be returned to the president of the Association.

***Revised 05/2008***