

Albany Medical Center Schools of Nursing Alumni Association, Inc. BYLAWS

Article I: NAME

The name of the Association shall be the Albany Medical Center Schools of Nursing Alumni Association, Incorporated.

Article II: PURPOSE AND FUNCTIONS

Section 1 The purpose of the Association shall be to form a combined Alumni Association of all the graduates of the Schools of Nursing as listed in Article III.

Section 2 The function of this Association shall be to:

- a) Promote through appropriate means, standards of nursing practice, education, and service.
- b) Represent the Association serving as spokesperson with allied professional, community groups, and the public.
- c) Encourage membership and active participation in professional nursing organizations.
- d) Promote and protect the economic and general welfare of nurses.
- e) Support the philosophy of Albany Medical Center.

Article III: MEMBERSHIP

***Section 1* Classes and Eligibility**

- a) Active Members
 1. Shall have graduated from one of the schools listed herewithin.
- b) Honorary Membership
 1. May be conferred upon a person whom the association wishes to honor.

Section 2

- a) Applications shall be made for active membership in this Association.
- b) Approval of all applications for membership shall be within the jurisdiction of the Board of Directors of the Association.
- c) Honorary membership shall be conferred by unanimous vote of the Board of Directors and subject to the majority vote of members present at the next regular meeting of this Association.

***Section 3* Schools of Nursing**

Albany Hospital Training School 1897
Albany Hospital Nurse Training School 1900
Albany Hospital Training School for Nurses 1925
Albany Hospital – Union University School of Nursing 1944
United States Cadet Nurse Corp. at Russell Sage College 1945
Albany Medical Center School of Nursing 1955

***Section 4* Dues**

- a) Amount of Dues

1. Amount of dues for active members shall be determined by the Board of Directors, subject to the majority vote of the members present at the next meeting of the Association.
- b) Payment of Dues
 1. Dues of all members shall be paid to this Association on or before the last day of December in each year.
 2. Active members may pay a one-time fee as determined by the Association for a lifetime membership.

Section 5 Rights and Privileges

- a) All active members shall have full rights and privileges of membership.
- b) Honorary members may attend membership meetings at which they have voice but shall have no vote. They shall not be eligible to hold office or serve as chairman of a committee, but may be appointed to a committee.

Section 6 Forfeiture of Membership

- a) *Non-payment of Dues.* Members failing to pay dues by the last day of December shall forfeit all rights of membership.
- b) *Resignation.* A member may resign by submitting a written notice to the Board of Directors. Resignation shall be accepted when all obligations to this Association have been fulfilled.
- c) *Discipline.* A member of this Association shall be subject to reprimand, censure, suspension, expulsion, or otherwise disciplined for conduct prejudicial to the best interest of the Association or for violation of the ANA code for Registered Professional Nurses by a two thirds vote of the Board of Directors. No such action shall be taken against a member until such member shall have been served with a written statement of the charges and sent by certified mail at least fifteen days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action. The member shall be given the opportunity, in person, to answer or defend the charges at the time and place as stated in the written notice. The member failing to present themselves to answer or defend the charges shall automatically forfeit membership.

Section 7 Reinstatement

Membership may be reinstated within the jurisdiction of the Board of Directors upon payment of the current annual dues.

Article VII: MEMBERSHIP MEETINGS

Section 1 Annual Meetings

The annual meeting of this Association shall be held in the fall of each year, the date and place to be determined by the Board of Directors.

Section 2 Regular Meetings

Regular meetings of this Association may be held as determined by the Board of Directors.

Section 3 Special Meetings

- a) Special meetings of this Association may be called by the President, the Board of Directors, and shall be called by the President upon the written request of at least three active members in good standing.

- b) At a special meeting, action can be taken only on the matter for which the meeting was called.

Section 4 Notices

- a) Notices of all meetings shall be posted either in the annual newsletter or mailed not less than ten (10) days before the date of the meeting.
- b) The specific type of meeting shall be in the notice of the meeting sent to the membership.

Section 5 Quorum

A quorum at any meeting of the Association shall be seven active members, including two officers, one of whom shall be the president or Vice President.

Section 6 Order of Business

a) Annual Meeting

Establish a quorum
Call to Order
Reading of the minutes
Reports of all committees
Communications
Unfinished business
New business
Election of Officers
Declaration of Election
Adjournment

b) Regular Meeting

Establish a quorum
Call to Order
Reading of the minutes
Communications
Report of the Treasurer
Report of standing committee
Reports of the Special committees
Unfinished business
New business
Program
Adjournment

Article V: BOARD OF DIRECTORS

Section 1 Board of Directors

The affairs, business, government, and management of this Association shall be vested in a Board of nine members; this Board should consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Historian and three Directors, one of whom shall be the immediate past president.

Section 2 Election

The officer and directors shall be elected as specified in Article IX, Section 1 of these Bylaws.

Section 3 Term

- a) The regular term of office for all officers and directors shall commence at the adjournment of the annual meeting at which they were elected.
- b) The term of office shall be two years.
- c) Absence of an elected member from two consecutive meetings without sufficient cause shall be considered a resignation from the Board of Directors.

Section 4 Duties and Powers of the Board of Directors

- a) Transact the general business of the Association.
- b) Report to the membership at each meeting the business transacted in the interim between meetings of the Association.
- c) Designate the place of the deposit of monies.
- d) Provide for bonding of officers or any person handling funds of the Association, fix the amount of bond for each, and approve same.

- e) Order an annual or a specific interim audit of all books of accounts by an accountant.
- f) Adopt an annual budget.
- g) Authorize the payment of legitimate expenses subject to approval by the membership.
- h) Consider and vote on applications for membership.
- i) Fill any vacancy for an unexpired term on the Board of Directors, except that of President.
- j) Fill any vacancy for the unexpired term on the Committee on Nominations.

Section 5 Meetings of the Board of Directors

- a) Regular meetings of the Board of Directors shall be held preceding all membership meetings of this association, and following the annual meeting.
- b) Special meetings may be called by the President and shall be called by the president upon written request of two members of the Board of Directors.
- c) The Board of Directors shall be notified of all meetings not less than five days before the date of the meeting.
- d) Three officers, one of whom shall be the President or Vice-President, shall constitute a quorum at any meeting of the Board of Directors.

Article VI: OFFICERS AND DUTIES OF OFFICERS

Section 1

The duties and powers of the officers of this Association shall be such as are implied by their respective titles, plus such other duties as delegated by the Board of Directors and more specifically as stated in the following sections:

Section 2 The President shall:

- a) Preside at all meetings of this Association and of the Board of Directors.
- b) Be "Ex-officio" member of all committees except the Committee on Nominations.
- c) Appoint all Committee Chairman except the Committee on Nominations, with the approval of the Board of Directors.
- d) Fill vacancies in appointive offices.
- e) Approve bills for payment, subject to limits which may be prescribed by the Board of Directors.

Section 3 The Vice-President shall:

- a) Serve in the absence or disability of the President.
- b) Perform such other duties as may be delegated by the Board of Directors.
- c) Serve as co-chairman of the Committee on Program Reunion.

Section 4 The Recording Secretary shall:

- a) Keep the minutes of all meetings of this Association and of the Board of Directors.

Section 5 The Corresponding Secretary shall:

- a) Conduct the general correspondence.
- b) Notify members in writing of the time, the place, and the specific type of meeting.
- c) Notify applicants for membership of their approval or rejection.
- d) Notify all officers of their election and all committee chairmen of their appointments.
- e) Keep an accurate and classified list of names and addresses of all members of the Association and of all the graduates of the Schools of Nursing.

Section 6 The Treasurer shall:

- a) Receive all funds and securities of this Association and deposit in a bank approved by the Board of Directors.

- b) Pay by check all bills authorized according to Article V, Section 4 g.
- c) Keep an itemized account of all receipts, disbursements, and books of account and submit a written report at each business meeting of the Association and the Board of Directors.
- d) Submit all records and books of account for an annual audit or an interim audit as requested, to an accountant authorized by the Board of Directors.
- e) Issue statement of dues to all members annually.
- f) Collect all dues as specified in Article III, Section 4 b.
- g) Issue membership cards to all members.
- h) Keep an accurate and classified list of names and addresses of all members of this Association and of all graduates of the Schools of Nursing.

Section 7 Termination of Office

All officers, after termination of office, shall deliver to their successors, all books, papers, and other property belonging to the Association.

Article VII: COMMITTEES

Section 1 Standing Committees

Unless otherwise specifically provided in these Bylaws, the President shall appoint all committees and fill vacancies, subject to the approval of the Board of Directors. The number of members of each committee shall be determined by the Board of Directors. All members shall serve for a term corresponding to that of the officers or until their successors are appointed.

- a) The Committee on Bylaws
- b) The Committee on Nominations (elected)
- c) The Committee on Program/Education
- d) The Committee on Alumni News

Section 2 Duties, Rules and Powers

- a) All committees except the Committee on Nominations shall conduct their activities in accordance with these Bylaws under the general direction and subject to the approval of the Board of Directors.
- b) A majority of any committee shall constitute a quorum at any meeting and a majority vote shall rule.
- c) The Committee on Bylaws shall be limited to active members.
- d) The chairman of standing committees may attend meetings of the Board of Directors with voice, but with no vote.

Section 3 The Committee on Bylaws shall:

Receive, suggest, and study all proposed amendments and submit recommendations to the Board of Directors. Upon approval by the Board of Directors, the proposed amendments shall be submitted to the voting membership for action.

Section 4 The Committee on Nominations shall:

Perform the duties described in Article VIII of these Bylaws.

Section 5 The Committee on Program/Education shall:

Plan and arrange for programs at regular and special meetings as required by the Board of Directors.

Section 6 The Committee on Alumni News shall:

Disseminate factual information to the members of the members of the Association, professional groups, and the general public.

Section 7 Special Committees

The President shall appoint Special Committees that the membership or the Board of Directors consider necessary to carry on the business of the Association.

Article VIII: COMMITTEE ON NOMINATIONS

Section 1

The chairman of the COMMITTEE ON NOMINATIONS shall be elected by the membership of this Association. The chairman shall serve for a term of two years.

Section 2

The Committee on Nominations shall prepare a list of names of one or more consenting and qualified candidates selected for the following offices: President, Vice-President, one Director, and the Historian shall be elected in years of even dates. The Recording Secretary, Corresponding Secretary, Treasurer, one Director, and the chairperson of the Committee on nominations shall be elected in years of uneven dates.

Section 3

The Chairperson of the Committee on Nominations shall present the slate at the annual meeting, further nominations from the floor shall be in order at this time.

Section 4

If the name of a member of the Committee on Nominations is submitted as a candidate and elected, said member shall resign from the committee.

Section 5

To be eligible for the office of the President or Vice-President, a nominee shall have been an active, participating member in the Association.

Article IX: ELECTIONS

Section 1

The Officers, Directors, and the Committee on Nominations shall be elected by ballot at the annual meeting.

Section 2

A majority of valid votes shall constitute an election.

Section 3

The term of office shall commence at the end of the annual meeting.

Article X: AMENDMENTS

Section 1

Amendments to these Bylaws in whole or in part may be made at any regular or annual meeting, providing the proposed amendments shall have been approved by the Board of Directors and mailed to the active members, together with notice of the meeting. A two-thirds (2/3) vote of those present and voting shall be necessary for amending. No absentee or proxy voting shall be permitted for amending these Bylaws.

Section 2

These Bylaws may be amended at the annual meeting without previous notice, providing the proposed amendments shall have been approved by the Board of Directors. A ninety-nine (99) percent vote of those present and voting shall be necessary for amending.

Article XI: FISCAL YEAR

The fiscal year of this Association shall be from the first day of January through the last day of December.

Article XII: PARLIAMENTARY AUTHORITY

The parliamentary authority for governing all meetings of this Association, the Board of Directors, and for all matters are not covered in these Bylaws, shall be Robert's Rule of Order Newly Revised.

Bylaw Committee Chair:

Joan Pomellitto · Elsie Whiting · Fran Maurel · Carolyn Sweet · Sandy Scudder
Revised: Revised by Jann Luniewski, Elsie Whiting, Sharon Habiniak, Sandy Scudder,
Shirley Myers.

Approved by the Board at the Annual Meeting September 26, 2012