

By-Laws of The NPA- NYS- CCC

ARTICLE I: NAME

The Name of this organization shall be The Nurse Practitioner Association New York State Chautauqua-Cattaraugus Chapter {NPA NYS CCC}.

ARTICLE II: MISSION

The purpose of The NPA NYS CCC is to promote and interpret the NP role with professionalism through our practices and services. The chapter convenes to foster peer networking and mentoring, provide NP continuing education, provide community health education and support of worthy community programs, and maintain political activism in the interest of our profession and the needs of the communities we serve.

ARTICLE III: MEMBERSHIP

Section I: Membership shall be in five categories:

Regular: Any nurse practitioner who holds certification by the State of New York. Only active members have voting privileges.

Affiliate: Other master's prepared advanced practice nurses such as CRNA supporting the purposes of The NPA- NYS-CCC.

Student: Student membership is recognized but they are not eligible for voting privileges. Students must be enrolled in a nurse practitioner program.

Honorary: Any person making significant contributions to The NPA NYS CCC and is approved by the Board as an Honorary member.

Retired: Any retired nurse practitioner no longer employed as a NP but continues to support The NPA and was an active member for two calendar years prior to retirement.

Section 2: Dues Dues shall be collected annually by the state organization for dual membership (local & state). State dues shall be payable in an amount established by The NPA BOD. The Chapter BOD shall establish chapter dues. Payment of dues shall be made within 120 days after the first notice or member may be removed from active membership list. The NPA NYS shall collect dues on behalf of the Chapter and forward dues to Chapter Treasurer on a monthly or quarterly basis.

Section 3: Dual Membership All local chapter members shall also be members of The NPA NYS in the appropriate category as determined under Article III, section 1 of the By-Laws.

ARTICLE IV: OFFICERS/BOARD OF DIRECTORS

Section I: The officers of the NPA NYS CCC shall be a president, a vice president, a secretary, and a treasurer. All officers shall be Active members and elected to the position, except for vacancies during an Officer's term as specified under Section 3 of this article.

Section2: Officers shall be elected biennially by the membership. Each two year term commences January 1st of the incoming year.

Section 3: Vacant offices may be filled by presidential appointment to fulfill the unexpired term of office.

Section 4: The Board of Directors shall consist of at least 3 members who shall each be officers of the Chapter.

ARTICLE V: OFFICER/BOD DUTIES

Section I: The PRESIDENT is the chief executive officer of The NPA NYS CCC and is responsible for operations. The president shall call, chair and prepare an agenda for all meetings. The President shall serve as the chapter Liaison to the Regional Representative of the NPA to communicate and coordinate all relevant information and activities of the Chapter.

Section 2: The Vice President shall perform the duties delegated by the president and function as the president in the president's absence.

Section 3: The SECRETARY shall record minutes and make provisions for timely distribution of materials for meetings. Correspondence and public notices shall also be entrusted to the office of secretary. The secretary shall

keep all corporate books and legal records of the Chapter as required by law or otherwise in a proper and safe manner and perform other duties incident to the office of Secretary as may be prescribed by the Board or the Chapter President.

Section 4: The TREASURER shall be entrusted with the custody of The NPA NYS CCC money and shall make arrangements to meet the financial obligations of the chapter and keep an itemized account of all monetary transactions. The Treasurer renders to the Chapter President and Board at regular business meetings an account of all transactions as Treasurer and of the financial status of the Chapter. The Treasurer shall also render a full financial report at the annual meeting of the Chapter and provide a copy to The NPA to incorporate into its Annual Report. The Treasurer shall preside over all Finance Committee functions.

Section 5: The BOD manages the property, business and affairs of the Chapter. The BOD shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Chapter as are permitted by law.

ARTICLE VI: COMMITTEES

Section 1: Committees shall consist of a chair and members as needed.

Section 2: Committee chairs shall be chosen from volunteers or be appointed by the president.

Section 3: Committee chairs shall report to the president and chapter as a whole at the request of the president.

Section 4: The president may establish ad hoc committees as needed.

ARTICLE VII: STANDING COMMITTEES

Section 1: The EDUCATION COMMITTEE shall develop and facilitate community educational activities and maintain a public speakers bureau. Members should also educate the public about the nurse practitioner role. Donations may be accepted on behalf of the committee to be used to maintain educational materials.

Section 2: If a scholarship is to be given, the SCHOLARSHIP COMMITTEE shall prepare, receive, and make recommendations regarding any nursing scholarship awarded.

Section 3: The NOMINATIONS and BY-LAWS COMMITTEE shall be appointed biennially.

ARTICLE VIII: MEETINGS:

Section 1: Regular & Annual Meetings The NPA NYS CCC shall hold regular meetings monthly or at least every other month as activities dictate in order to maintain cohesiveness. Annual membership meetings of the Chapter shall be held at least annually.

Section 2: Quorum of Members A quorum for said meeting shall be defined as the number of members present.

Section 3: Meeting Procedure All meetings shall be governed by the current editions of Robert's Rules of Order except when superseded by the By-Laws.

Section 4: Annual & 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. The Board or the President of the Board may call special meetings of the Chapter members. Special meetings of the Chapter members shall be called by the Chapter President or the Secretary at the request in writing of the Board or at the request in writing by Active members entitled to cast 20% 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(s) 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 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: 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 6: Notice of Meetings of Members Written notice of each annual, special or regular meeting of Chapter members shall state the purpose(s) for which the meeting is called, the location, date, and time 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(s) calling the meeting. Notice shall be given personally, by confirmed email, or by US mail or confirmed facsimile copy to each member entitled to vote at such meeting delivered not less than 14 days or more than 120 days before the scheduled meeting date. If mailed, the notice is given when deposited in the US mail, with postage thereon prepaid, directed to the member at such member's address as it appears on the record of members held by The NPA 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 7: Waiver of Notice Notices of meetings shall be deemed waived by either a Chapter member submitting a signed waiver or 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 8: Vote of Members All action taken at a meeting shall be authorized by a majority of the votes cast. Only Active members shall be entitled to vote. The record of date for Active 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. 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 taken, signed by all of the members of the Chapter entitled to vote thereon.

Section 9: Board of Directors Meeting Regular meeting shall be held at least two times per year upon written notice to the

directors at such time and place as the Board shall determine. At a regular business meeting held during the 4th 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 and participation is at the discretion of the Chapter President. The Chapter President shall preside over Board meetings and 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/her absence and made that known to the Secretary of the Chapter.

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 1/3 of the members of the Board. Requests shall state the purpose(s) of the proposed meeting. Business transacted at special meetings shall be limited to the purpose(s) stated in the notice of the meeting. Board members or the Chapter President may designate the

location of regular or special Board meetings.

Section 10: Notice/Waiver/ Quorum/ of Board Notice Written notice of any regular or special meeting of the Board, stating location, date, time, and purpose(s) for which the meeting is called, shall be given either personally, by facsimile or email, or by US mail to each director not less than 10 business days prior to such meeting. If mailed, notice is given when deposited in the US mail directed to the director at such director's address as it 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.

Waiver Notice of 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.

Quorum Except as otherwise required by law or in these By-Laws: (a) a quorum for the transaction of business at such Board meeting shall be defined as number of members present; (b) the majority vote of those present and entitled to vote shall approve an action; (c) 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 11: Board Director 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 12: Board Director 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 the section, "for cause" shall include but not be limited to the following: (1) a material or 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

NPA 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 NPA. The Board shall consult The NPA Legal Counsel prior to taking any action to remove a Board member.

ARTICLE IX: STATE LEVEL BOARD REPRESENTATION

The Regional Representative or designated alternate shall represent the Chapter on The NPA's Board of Directors who shall be duly elected by all Active members of the Chapter entitled to vote and in accordance with Article III, section 1 of these By-Laws, except that initial appointments beginning January 1, 2004, will be made by The NPA Board of Directors in accordance with Article V, section 4 of The NPA By-Laws. The Western New York (Region 1) Regional Representative shall monitor legislative, regulatory, and policy issues that impact Nurse Practitioner practice and the delivery of health care in the Western New York region as well as New York State and shall communicate such pertinent information to the Chapter President. Conversely, the Chapter President will communicate local and Chapter Nurse Practitioner issues to the Regional Representative who in turn will effectively coordinate communications to the State organization (The NPA NYS). This function replaces the Government Affairs Committee previously chaired by the Chapter Regional Representative.

ARTICLE X: FISCAL MANAGEMENT

Section 1: The fiscal year of the Chapter shall coincide with the fiscal year of The NPA NYS.

Section 2: 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: At the close of the fiscal year coinciding with the end of the Treasurer's term of office, the books and records shall be reviewed by an ad hoc committee consisting of 2 Active Chapter members, excluding the Treasurer on this committee, using the worksheet provided by The NPA or may be submitted to The NPA for an audit by a certified public accountant in accordance with generally accepted accounting practices at the expense of the state organization for such audit. The results of the review or audit will be provided to The NPA within 60 days of the close of the fiscal year.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 1: The By-Laws may be amended by no less than 15% of the Chapter members entitled to vote provided that the amendment has been submitted at the previous meeting.

Section 2: Upon approval, these By-Laws shall immediately take effect. All Chapter By-Laws shall be compatible with The NPANYS By-Laws as determined by The NPA Board.

ARTICLE XII: DISSOLUTION

The Active members of the Chapter and The NPA in accordance with Article III, Section 6 of The NPA By-Laws may dissolve the Chapter.

THESE BY-LAWS WERE APPROVED BY THE BOARD OF DIRECTORS OF THE NURSE PRACTITIONER ASSOCIATION NEW YORK STATE CHAUTAUQUA CATTARAUGUS CHAPTER On: March 17, 2005

Revised: June 3, 2010

Revisions Approved by the Board of Directors of The NPA NYS Chau-Catt Chapter on: June 3, 2010

Revisions Adopted by the membership of The NPA NYS Chau-Catt Chapter on: June 3, 2010

Evelyn Ouellette, The NPA Chautauqua/Cattaraugus Chapter President

Date