

**New York State
Mental Retardation
Developmental Disabilities
Nurses' Association, Inc.**



Bylaws

Revised August 1999 & Oct. 2007

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Bylaws

Article I - Name

Section I

This non-political, non-profit organization shall be known as the "Mental Retardation/Developmental Disabilities Nurses' Association, Inc.," and shall be known by its acronym, "MR/DD Nurses' Association, Inc."

Article II - Purpose

Section I

The purpose or purposes for which the Corporation is to be formed is to accept, hold, invest, reinvest and administer any gift, bequests, devises, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount of value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes and educational purposes:

To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that:

- (i) such organizations shall be organized and operated exclusively for charitable, scientific or educational purposes;
- (ii) transfers of property to such organizations shall, to the extent then permitted under statutes of the United States Government, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name

called) imposed by the United States Government; and

(iii) such organizations shall, by the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government:

To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Executive Board, to have one or more offices, and to keep the books of the organization, in any part of the world:

Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all purposes of the Corporation:

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

The Corporation is primarily formed for the purposes of promoting the professional development of nurses interested in persons who are developmentally disabled and/or mentally retarded through: educational opportunities, sharing of information and research.

Article III - Membership

Section I

- A. 1. Full membership is open to all registered professional and licensed practical nurses.
2. Associate non-voting membership is open to students enrolled in recognized nursing programs leading to eligibility to become registered or licensed as a professional or practical nurse.
- Associate membership is also available to nurses not currently licensed or inactive.
3. A member not currently licensed or inactive can choose either full membership or associate membership.

4. Memberships paid for by said member's employer can be designated to revert to a new employee filling the same position for the completion of the term of the dues if the original member resigns or leaves employment while membership is active.

This shall not include a rebate of funds if the position is eliminated or the employing agency closes.

- B. 1. Application for both full and associate membership and payment of dues shall be submitted to the Treasurer annually.
2. Applications for full membership shall include current license number and payment of annual fee.
- C. The membership year shall start on the first day of April following receipt of the application and dues by the Treasurer.
- D. 1. A full member is entitled to receive the newsletter and other communications, hold office, serve as chairperson or member of any committee, participate in the Annual Meeting and designated zone meetings of the organization, and has a single vote in the election of Officers as stated in Article VI, Section I A.
2. An associate member is entitled to receive the newsletter and other communications, participate in the designated zone meetings, and attend the Annual Meeting.

Section II

- A. Dues will be established on an annual basis and shall be set for the following year at the Annual Meeting. The fiscal year begins January 1st and ends December 31st.
- B. No part of the net earnings of the organization shall inure to the benefit of any Member, Trustee, Director, Officer of the Organization, or any private individual, except that reasonable compensation may be paid for services rendered to or for the organization, and no Member, Trustee, Officer of the Organization, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

Section III

An officer who does not fulfill the responsibilities of that office may be relieved of office by a two-thirds vote of the Executive Board. Appointment of a replacement will be made by the remainder of the Executive Board.

Any officer who vacates his/her office before the expiration of the term shall similarly be replaced.

Article IV - The Executive Board

Section I

- A. The Executive Board shall consist of Elected Officers, standing committee chairpersons, zone representatives, zone chairpersons/presidents and zone treasurers.
- B. The Executive Board shall address the regular business of the organization.
- C. No meeting of the Executive Board shall convene without a quorum of board members present. A quorum shall consist of three elected officers and two zone representatives or zone officers.

Article V - Elected Officers

Section I

There shall be the following elected officers:

- (A) President
- (B) President Elect
- (C) Recording Secretary
- (D) Corresponding Secretary
- (E) Treasurer

These elected officers shall serve as members of the Board of Directors for the Association Board of Directors, with the President being the Chairperson of the Board. The Board of Directors shall meet annually to set organizational goals.

Section II

An elected officer's term of office shall be for two years and shall commence on the first of the year following election. Maximum tenure shall be six consecutive years in any given office.

Section III

An officer who does not fulfill the responsibilities of that office may be relieved of office by a two-thirds vote of the Executive Board. Appointment of a replacement will be made by the remainder of the Executive Board.

Any officer who vacates his/her office before the expiration of the term shall similarly be replaced.

Article VI - Elections

Section I

- A.
 1. Election of the officers of the association shall be by a secured ballot (e.g. mailed, e-mailed, faxed, personal delivery) and shall be submitted prior to the Annual Meeting.
 2. Only those individuals who are full members on June 1st of the current year are eligible to vote in the election.
- B.
 1. At least four weeks prior to the election, the Nominating Committee shall mail to each registered full member, biographical information regarding candidates for election, and an official ballot.
 2.
 - a. Candidates for election are responsible for submitting biographical information to the Nominating Committee by June 1st of the year in which they are candidates.
 - b. Such biographical material may be edited by the Nominating Committee to accommodate available space.
- C. Ballots must be received by the Nominating Committee before the "Call to Order" of the Annual Meeting.

Section II

- A. The Nominating Committee shall determine that secured ballots are received from those individuals who were members on June 1st of the current year.
- B. The Nominating Committee Chairperson and three (3) members at large, appointed by the Nominating Committee Chairperson, shall count all approved ballots and present the results to the membership.
- C. In the event of a tie vote, the Nominating Committee shall conduct a paper ballot run-off election between the tied candidates, by those members present at the annual meeting that are eligible to vote.
- D. In the event no candidate is nominated for a position as an officer by the Nominating Committee, then the President shall appoint an individual to fill such position as officer, with the approval of the Executive Board and the appointed member.
- E. Nominations from the floor shall not be permitted.

Section III

President Elect shall be elected on an annual basis. The person elected October 1998 as Vice President shall become President Elect as of August 1, 1999. When the Presidential term of office is up as of January 1, 2000, the President Elect becomes President. Thereafter, President Elect only will be elected on an annual basis. An individual may hold each office (President, President Elect) three (3) times. A special election will be held if the office of President Elect becomes vacant.

Election of the Recording Secretary and Corresponding Secretary shall be held on odd numbered years and election of Treasurer on even numbered years. Term of office of Recording Secretary, Corresponding Secretary and Treasurer shall be for two years and commence on the first of the year following election. Maximum tenure shall be six (6) consecutive years in each of the offices.

Article VII - Duties of Officers**Section I**

The President shall:

- A. Preside at all meetings of the Executive Board and the general membership meeting, as well as any special meetings that may be called by the Executive Board.
- B. Appoint heads of all Standing Committees with the majority approval of the Executive Board.
- C. Make interim appointments as needed with majority approval of the Executive Board.
- D. Sign all checks with the Treasurer.
- E. Sign all contracts with the Recording Secretary with majority approval of the Executive Board.
- F. Serve as ex-officio member of all committees except the Nominating Committee.

Section II

The President Elect shall:

- A. Assume the office of President at the completion of his/her term or in the event the President is unable to complete his/her term of office.
- B. Work closely with the President to learn the duties of the President.

Section III

The Recording Secretary shall:

- A. Record the minutes of all proceedings of the Executive Board, Annual Meeting and special meetings as called by the Executive Board.
- B. With the President, sign all contracts for the Corporation approved by the Executive Board.

Section IV

The Corresponding Secretary shall be responsible for:

- A. The correspondence of the Corporation.
- B. Serving as the advisor to the management company on the development of the newsletter and any public relations projects.

Section V

The Treasurer shall:

- A. Have care and custody of all funds of the Corporation.
- B. Make an annual financial report to the membership including a proposed budget and dues schedule for the coming year.
- C. Sign all checks with the President.
- D. Return a percentage of annual dues paid, to zone chairperson/treasurer for use within each organization zone.
- E. Audit zone income and expenses by means of a financial statement submitted each year by the zone chairperson/treasurer and include a summary of this review in the annual financial report to the membership.

Article VIII - Meetings**Section I**

There will be an annual membership meeting. Written notification of the place, date and time of meeting shall be provided to all active members at least one month in advance of the meeting.

Section II

- A. The Executive Board shall meet at least three times per year. The first of these meetings shall be held not more than three months after the general election for the purpose of transfer of records and reports from one administration to another.
- B. At this organization meeting, both the incumbent and the newly elected officers shall be present. Following the transfer of records, the incoming President shall present appointments of standing committee chairpersons for the coming year, to the Board for approval.

Section III

- A. It is recommended that Zone meetings be held at least quarterly. All zones shall abide by the current NYS MR/DD Nurses' Association Bylaws and Standing Rules.
- B. Zones are to determine their own organizational structure using either elected officers or chairpersons. Zones are to provide the Corresponding Secretary with information regarding elected officers, zone representatives and individuals interested in serving on any standing committee.
- C. Zone members shall appoint one representative to the Executive Board for every 20 members or fraction thereof.

Article IX - Standing Committees

Section I

Nominating Committee

- A. The Chairperson of this committee shall be appointed by the President and approved by the Executive Board annually.
- B. The Chairperson of this committee shall select at least two other members to assist in committee responsibilities.
- C. The committee shall prepare a slate of candidates for election. At least four weeks prior to the election, the committee shall mail pertinent biographical information regarding nominees, which has been submitted by the candidates in a timely manner, and if necessary, edited by the committee to accommodate available space. An official ballot shall be sent to each individual who is a registered member on August 1st of the current year.

Section II

Educational Program Development Committee

- A. The Chairperson of this committee shall be appointed by the President and approved by the Executive Board.
- B. This committee shall develop and implement programs, seminars and other educational opportunities.

Section III

Newsletter Committee

- A. The Chairperson of this committee shall be appointed by the President and approved by the Executive Board.
- B. The Corresponding Secretary shall act as advisor to this committee.

- C. The committee shall collect, prepare and edit information provided by the zones, active members or elected officers, for publication in a newsletter to be mailed to all active members at least twice a year.

Section IV

Membership Committee

- A. The Chairperson of this committee shall be appointed by the President and approved by the Executive Board annually.
- B. The Association Treasurer shall act as advisor to this committee.
- C. The Membership Committee shall promote and oversee membership recruitment and retention activities.

Article X - Amendments

Section I

- A. At least every five years, a special committee shall be appointed by the President for the purpose of reviewing the Bylaws and recommending needed changes, if any.
- B. Proposed amendments and revisions will be presented to the Executive Board for review and discussion prior to being presented to the membership.
- C.
 1. Proposed amendments and revisions may be made available to the membership not less than four weeks prior to their Annual Meeting to allow for review by the membership.
 2. These amendments and revisions of the Bylaws will be approved and adopted by a two-thirds (2/3) vote of these members present at the Annual Meeting.
- D.
 1. Proposed amendments and revisions of the Bylaws may also be made available to the membership in the Newsletter or other mailing not less than six (6) weeks prior to activation.

2. A ballot for the membership to vote on the proposed amendment(s) and revision(s) will be included with the notification.
3. Ballots are to be returned as indicated in the notification.
4. Amendments and revisions to the Bylaws presented to the membership under the provisions of Section I D1, will be approved by a two-thirds (2/3) vote of those members voting in accordance with the notification.
5. Results of the balloting will be published in the next edition of the Newsletter.

Article XI - Procedures

Section I

- A. This Corporation will be guided by "Roberts Rules of Order, Newly Revised."
- B. Standing Rules for this corporation may be developed at any time to facilitate business proceedings.
- C. Such rules shall be developed by a special committee appointed by the President for this purpose, and shall require an affirmative vote by two-thirds (2/3) of the Executive Board for approval.

Article XII - Offices

The principal office of the Corporation shall be in Rochester, County of Monroe, State of New York. The Corporation may also have offices at such other places within this state as the board may from time to time determine or the business of the Corporation may require.

Notwithstanding any other provisions herein, the Executive Board shall have the power and authority to file a Certificate of Change with the New York State Secretary of State regarding changes in the county in which said principal office is located upon a majority vote of the Executive Board.

Corporate Resolution

Indemnification of Members of the Executive Board of the Mental Retardation/Developmental Disabilities Nurses' Association, Inc.

WHEREAS the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. is a not-for-profit corporation duly organized and existing in the State of New York and it is in the best interests of the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. to attract members of the Executive Board who are competent and qualified, and WHEREAS, in order to maintain and attract such persons who are competent and qualified, the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. has determined to provide indemnification to such individuals, NOW, THEREFORE, BE IT RESOLVED that the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. shall indemnify any member of the Executive Board, as set forth in the corporate bylaws, made a party to any action, suit or proceeding brought against the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. or any of its affiliated organizations, by reason of the fact that he or she is or was such officer of the Mental Retardation/Developmental Disabilities Nurses' Association, Inc against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such actions, suits or proceedings, or appeals therein, if such persons acted in good faith for the purpose which he or she reasonably believed to be in the best interests of the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. and/or any of its affiliated organizations and in criminal actions or proceedings, in addition, where such officer had no reasonable cause to believe that his or her conduct was unlawful.

Should this provision for indemnification be adjudged by a Court of competent jurisdiction to violate any law of the State, then the Mental Retardation/Developmental Disabilities Nurses' Association, Inc. shall indemnify such officers to the full extent that the laws permits.

