

RNS Bylaws (August 2011)

ARTICLE I

NAME

The name of this professional organization is the Rheumatology Nurses Society, Inc. The Society may also be known as RNS.

The principle office of the RNS is located in Timonium, MD or elsewhere as determined by the Board of Directors.

ARTICLE II

FOUNDING PURPOSE

The Rheumatology Nurses Society is a professional organization committed to empowering nurses through professional development and education to benefit its members, patients, family, and community.

ARTICLE III

MEMBERSHIP

Section 1 Classification

There shall be four categories of membership: Active, Associate, Sustaining, Student.

Section 1.1 Active Members

Active members are licensed registered nurses engaged in nursing. Active members may vote, hold office, and serve on committees. Exceptions include but are not limited to nurses employed by pharmaceutical, biotech or other entities. These nurses may serve on committees but may neither vote nor hold office.

Section 1.2 Associate Members

Associate members are individuals who are healthcare professionals who do not qualify as active members or any other membership class. Associate members may serve on appointed committees. Associate members may not vote or hold elected office.

Section 1.3 Sustaining Members

Sustaining members are corporations, societies, partnerships, limited liability companies and other entities interested in financially supporting the Society. Sustaining members are donors of the RNS and are not “members” as such term is defined pursuant to the New Jersey Nonprofit Corporation Act. Sustaining members may serve on appointed committees. Sustaining members may not vote or hold elected office.

Section 1.4 Student Members

Student members are individuals who are enrolled in a full time nursing education program leading to eligibility for registered nurse licensure or registered nurses enrolled in a full time degree program at an accredited school. Student members shall have all the rights and privileges of Associate Members.

Section 2.1 Dues

The Board of Directors shall establish dues for membership. No dues will be refunded.

Section 2.2 Duration of Membership

Membership in RNS is renewed annually. Membership is nontransferable.

Section 3.1 Membership Meetings

There shall be an annual meeting of the general membership of RNS to conduct business. Special meetings of the members may be called at anytime by the President or by the written consent of at least twenty five percent (25%) of the members. Members shall be notified of meetings at least 30 days in advance.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

Section 1 Elected Officers

The elected officers, also known as the Executive Committee, of RNS shall be President, President Elect, Immediate Past President, Historian, and Treasurer. Any two or more offices may be held by the same person. At least three of the four Executive Officers will be a nurse actively practicing in rheumatology.

Section 1.1 President

The President shall be the Chief Elected Officer of the Society and shall 1) preside at the meetings of the Board of Directors and at the annual membership meeting; 2) serve as an ex- officio member of all committees except the Nominating Committee; 3) serve as official spokesperson for the Society; and 4) perform such other duties as prescribed by the Board of Directors.

Section 1.2 President Elect

The President Elect shall 1) perform the duties of President in the absence or inability of the President and 2) perform other duties as delegated by the President or the Board of Directors.

Section 1.3 Historian

The Historian shall 1) review all the management staff recorded minutes of the meetings of the Board of Directors 2) prepare the annual Historical report for the membership; and 3) perform such other duties as may be delegated by the President or the Board of Directors.

Section 1.4 Treasurer

The Treasurer shall 1) oversee the management of the finances of the Society; and 2) perform other duties as assigned by the President or the Board of Directors.

Section 1.5 Immediate Past President

The Immediate Past President shall 1) assist and advise the President and President-Elect in the performance of their duties; and 2) substitute for the President or President-Elect when requested.

Section 2 Authority of the Board

The Board of Directors shall conduct the business of the Society.

Section 3 Number of Directors

There shall be no less than three or more than 12 Directors of the RNS.

Section 4 Board Meeting

The Board of Directors shall meet either via conference call or in person at such times as determined by the Board or the President. A majority of Executive Officers must be present at any Board Meeting. A majority of the Board members present shall be sufficient to authorize action or constitute a vote.

Section 5 Term of Office

Elected officers and Board members shall assume their duties at the close of the annual meeting following their election.

- The President shall be elected in even years and serve a two year term.
- The President Elect shall be elected in odd years to serve a one-year term as President Elect, a two year term as President, and a one year term as Immediate Past President. The Historian shall be elected for a two-year term in even years.

- The Treasurer shall be elected for a two-year term in even years.
- At large shall be elected as needed for a two-year term.

Any director, after serving two (2) consecutive terms, shall be ineligible for reelection, until one (1) year after the expiration of his or her second consecutive term, except that one (1) two year extension may be granted if a Director is an Officer or chair of a committee, or at the recommendation of the Executive Committee.

Section 6 Vacancies

The President-Elect shall fill a vacancy in the office of President. A vacancy on the Board of Directors shall be filled by appointment by the Board of Directors. Any member filling a vacancy for an unexpired term of more than one year is deemed to serve one term.

Section 7 Removal of Board Member

The Board of Directors may, by affirmative majority vote of the Board, remove an Officer or Board member for cause.

Section 8 Voting and Quorum

All voting at all Board meetings, except for the election of Officers and Directors, shall be by voice. If the outcome of a voice vote is not clear, the President may poll the

Directors. A majority of board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority.

Section 9 Conflict of Interest

Any member of the board of directors who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE VI

COMMITTEES AND TASK FORCES

Section 1 Committees

Standing Committees, work groups, and task forces shall be appointed by the Board of Directors to accomplish the work of the Society.

ARTICLE VII

LIABILITY OF OFFICERS AND DIRECTORS

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director or Officer of RNS shall be personally liable to the RNS or its members for money damages; provided, however, that the foregoing limitation of Director or Officer liability shall only be to the extent permitted by

organizations which are exempt from the federal income tax under Section 501(c)(6) of the Internal Revenue Code 1986 (or the corresponding provisions of any future United States Internal Revenue Law) (the “Code”) and contributions which are deductible under Sections 170(c)(2) and 2055(a)(2) of the Code. No amendment of the Articles of Incorporation of the RNS or these Bylaws or repeal of any of their provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE VIII

INDEMNIFICATION

The RNS shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the RNS) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the RNS, or is or was serving at the request of the RNS as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however, that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. This indemnification includes expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the RNS. With respect to any criminal action or proceeding, he or she must also have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo

contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the RNS, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX

PARLIAMENTARY PROCEDURE

Except as otherwise specifically provided by law, the Articles of Incorporation or these Bylaws, the parliamentary rules of order contained in Robert's Rules of Order, Newly Revised shall be the authority governing all meetings and other activities of the Society.

ARTICLE X

AMENDMENTS

Proposed amendments to these bylaws shall be submitted to the RNS National Office. The proposed amendment shall be presented in writing to the membership. This process may be completed by mailed ballot or an electronic ballot. An affirmative vote by the majority of the Active members who return their ballots shall constitute approval of an amendment.

ARTICLE XI

DISSOLUTION

In the event of dissolution of the Society, the Board of Directors shall, after paying all liabilities of the Society, dispose of all remaining assets of RNS to an organization qualifying under the Internal Revenue Code, pursuant to the language of the Articles of Incorporation.