

Bylaws of Central New York Nurses Collaborative to Advance Research and Evidence-Based Practice (CNY-NCARE)

ARTICLE I. ORGANIZATION

Section 1. Name and Address

- a. The name of the organization shall be Central New York Nurses Collaborative to Advance Research and Evidence-Based Practice (CNY-NCARE), hereinafter known as “the organization” or “CNY-NCARE” in this document.

Mailing Address:

CNY-NCARE

1971 Woodland Lane

Skaneateles, New York 13152

- b. The organization shall have a logo, which is attached as Exhibit A.

Section 2. Change of Name

At any time the organization may change its name by a vote of the membership body pursuant to Article XII Section 1.

Section 3. Change of Address

The destination of the county of the CNY-NCARE principal office may be changed by amendment of these bylaws. The Board of Directors (BOD) may change the principal office from one location to another within the same county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws.

New Address:

Dated:

Section 4. Other Offices

The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the BOD may designate from time to time.

ARTICLE II. PURPOSES

Section 1. Mission Statement

“To facilitate collaboration of research activities through the conduct and promotion of research and the use of evidence-based practice to improve patient care in Central New York.”

Section 2. Vision

“Bringing evidence to the point of care.”

Section 3. Goals

Elevate nursing research activities and the application of evidence-based practice to improve the health outcomes of the Central New York (CNY) community.

Section 4 Objectives

- a. Identify and work to overcome barriers to information literacy of nurses in CNY.
- b. Design ways to communicate research activities and evidence-based practice among colleagues in CNY.
- c. Generate synergy by initiating collaboration of nursing research/evidence-based practice activities in CNY.
- d. Offer conferences and workshops to disseminate current research activities and innovations.
- e. Inform stakeholders of our mission, goal, and objectives.
- f. Promote any and all activities deemed necessary to advance research and evidence-based practice.

ARTICLE III. MEMBERSHIP

Section 1. Membership

- a. Membership in this organization shall be open to all who support our mission and goals and who demonstrate characteristics consistent with professional practice.
- b. An individual interested in becoming a member of the organization will express an interest while in attendance at any of the organization's regularly scheduled meetings.
 - i. All members will have the following demographics recorded in a log (or roll) book maintained by the organization:
 - a) Full name,
 - b) Email address,
 - c) Additional contact information (optional),
 - d) Date of original membership start and/or renewal date following any previously recorded period of inactivity,
 - e) Activity status : "A"—active or "I"—inactive, and
 - f) Number of meetings attended for the current fiscal year.
 - ii. The organization's membership lists will not be shared outside of the organization.
 - iii. Each fiscal year, the current membership of the organization will be asked to self-identify their preferred activity status for the upcoming year.
- c. Inactive members will remain on the organization's email list unless a request is made by the member to be removed from all future correspondence from the organization.

Section 2. Dues

- a. Annual dues are not required to be a member of this organization.
- b. At such a time that annual dues shall be deemed necessary for the organization, annual dues shall be established by the BOD.

ARTICLE IV. MEETINGS

Section 1. Regular Meetings

- a. The regular membership meetings of this organization shall be held quarterly at a minimum.
- b. Regular meetings of this organization shall be held at rotating host institutions, as designated by resolution of the BOD.

- c. Notices of such meetings shall be mailed electronically to all members at their addresses as they appear in the membership roll book, at least ten (10) days before the scheduled date set.

Section 2. Quorum

The presence of at least one member from the Board of Directors and five percent (5%) of the total number of active members identified during the fiscal year (hereby known as “active members”) shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser percentage may adjourn the meeting for a period of not more than three (3) months.

Section 3. Special Meetings

- a. Special meetings of this organization may be called by a co-chair when s/he deems it for the best interest of the organization. Notices of such meetings shall be mailed electronically to all members at their addresses as they appear in the membership roll book, at least ten (10) days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meetings have been called, the business to be transacted at such meetings, and by whom they were called. At the request of a simple majority of the members of the BOD or fifteen percent (15%) of the total number of active membership of the organization, the co-chair shall cause special meetings to be called; but such requests must be made in writing at least ten (10) days before the requested, scheduled date.
- b. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meetings.

ARTICLE V. ORDER OF BUSINESS

- a. Call to Order.
- b. Reading of the Minutes of the preceding meeting.
- c. Reports of Officers.
- d. Reports of Standing Committees.
- e. Reports of Special Committees.
- f. Old and Unfinished Business.
- g. New Business.
- h. Adjournment.

ARTICLE VI. BOARD OF DIRECTORS (BOD)

Section 1. Membership

The members of the Board of Directors (BOD) of this organization shall consist of the four (4) elected Executive Officers and the three (3) elected Governance Committee members. The seven (7) members of the BOD are the voting members.

Section 2. Duties

The elected members of the BOD have the authority and responsibility to manage the organization consistent with these bylaws and in an appropriate legal manner.

Section 3. Functions

- a. Carry forward the organization's objectives.
- b. Manage the business and fiscal affairs of the organization.
- c. Monitor the income and disbursement of funds.
- d. Assure completion of a financial audit within three (3) months of Treasurer's end of term.
- e. Make policies for its own actions and the actions of its committees.
- f. Appoint chairs of elected committees and appoint members and chairs of non-elected committees.
- g. Oversee elected committees, board advisory councils, and board task forces.
- h. Supervise and manage the committees and publications.

Section 4. Meetings

- a. The BOD shall meet semiannually and as necessary to conduct the business of the organization.
- b. A quorum of the BOD shall consist of a simple majority.

Section 5. Vacancies

- a. Vacancies on the BOD shall exist:
 - i. Upon the death, resignation, or removal of any member of the Board of Directors;
 - ii. Whenever the number of authorized directors is increased.
- b. Any member of the BOD may resign effective upon giving written notice to the Co-chairs, Secretary, or the BOD.
- c. No Executive Officer may resign if the organization would be left without a duly Elected Officer in charge of its affairs, except in the case of reasonable cause (such as illness).
- d. Members of the BOD may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State of New York.
- e. Vacant offices will be filled by appointment of the BOD until the next election.

Section 6. Non-Liability of the BOD

The members of the BOD shall not be personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE VII. OFFICERS – EXECUTIVE BOARD

Section 1. Executive Board

- a. The Officers of the organization shall be as follows:
 - Co-chairs, two (2);
 - Secretary; and
 - Treasurer.
- b. The Executive Board shall report to the BOD.

Section 2. Duties

- a. Co-chairs shall:
 - i. With the consensus of the BOD, when appropriate, shall appoint such other persons as may be necessary to conduct the business of the organization.
 - ii. Oversee that all books, reports, and certificates required by law are properly kept or filed.
 - iii. Prepare and present an annual report of the work of the organization at the annual meeting.
 - iv. One Co-chair shall be one of the officers who may sign the checks or drafts of the organization.
 - v. One Co-chair shall preside at all membership meetings.
- b. Secretary shall:
 - i. Keep the minutes and records of the organization in appropriate books.
 - ii. Maintain all membership records, rolls, and logs within the organization and perform an annual review and renewal or revision of the records according to activity status proclamations from the membership
 - iii. File any certificate required by any statute, federal, or state.
 - iv. Give and serve all notices to members of this organization.
 - v. Present to the membership at any meetings any communication addressed to her/him as Secretary of the organization.
 - vi. Submit to the BOD any communications which shall be addressed to her/him as Secretary of the organization.
 - vii. Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- c. Treasurer shall:
 - i. Have charge of and be responsible for all funds and securities of the organization, and deposit all such funds in the name of the organization, in such banks, trust companies, or other depositories as shall be selected by the BOD.
 - ii. Receive and give receipt for monies due and payable to the organization.
 - iii. Disperse or cause to be dispersed the funds of the organization as may be directed by the BOD, Executive Board, or committees.
 - iv. Maintain adequate and correct accounts of the properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses of the organization.
 - v. Exhibit at all reasonable times to any director of the organization, or to his or her

- agent or attorney on request thereof, the books of account of any or all of his/her transactions as Treasurer and of the financial condition of the organization.
- vi. Prepare, or cause to be prepared, the financial statements to be included in any required reports.
 - vii. Conduct, or cause to be conducted, on at least a bi-annual basis, an annual audit of assets, liabilities, receipts, disbursements, gains, and losses of the organization.
 - viii. Perform all duties incident to the office of the Treasurer.
 - ix. S/he must be one of the Officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

Section 3. Meetings

- a. The Executive Board of this organization shall meet, as necessary, to conduct the business between meetings of the general membership.
- b. A quorum of the Executive Board shall consist of three (3) members.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

- a. The standing committees shall be as follows: Governance Committee and others, if desired.
- b. Each standing committee shall present a report to the business meetings of the BOD and an annual report to the membership at the annual business meeting.
- c. Each committee prepares reviews and makes recommendations regarding policies corresponding to its area of responsibility for BOD's approval.

Section 2. Governance Committee shall:

- a. Consist of three (3) elected members.
- b. Oversee bylaw compliance and make recommendations for bylaw changes.
- c. Select nominees for elected positions and prepare the ballot. The ballot will be sent to the BOD at least four (4) weeks prior to a scheduled election.

Section 3. Additional Standing Committees

Additional standing committees and task forces may be appointed by the Co-chairs and/or BOD, if deemed appropriate. The purpose of these groups will be to carry out the work of the organization for a term long enough to fulfill the purpose(s) for which the committee was appointed.

ARTICLE IX. ELECTIONS

Section 1. Elections

- a. Elected positions shall be the Executive Officers and Governance Committee.
- b. Elections shall be held every year and at least thirty one (31) days prior to the first day of the next fiscal year.
- c. Those elected as an Officer shall assume their duties the first day of the next fiscal year.
- d. In the event that elections are delayed, current Officers shall have their term extended until the first Monday after newly elected Officers are announced, at which time newly elected Officers will assume their duties.

Section 2. Vote

- a. Ballots shall be mailed or electronically transmitted to members sufficiently in advance of the announcement of election results to allow thirty (30) days for members to cast their votes.
- b. Two (2) nominees shall be included on the ballot for each position. A write-in option shall be used if only one(1) nominee is listed at the time of the mailing of ballots. Nominees and write-ins must be active members. Write-in candidates must confirm that they will serve if elected.
- c. A simple majority vote of active members shall elect officers.
- d. In the event of a tie, the election shall be determined by lot.

Section 3. Terms

- a. The length of the term of all Executive Officers is two (2) years. A member may be reappointed or elected for a second consecutive term.
- b. Terms of Executive Offices are staggered so that all officers do not end their terms at the same time. Elections for one (1) Co-chair and a Secretary shall be held in odd years. Elections for one (1) Co-chair and a Treasurer shall be held in even years.
- c. Members of the Governance Committee shall serve a two (2)-year term. Governance members shall be elected each year in accordance to the positions that will be open. A member may be elected for a second consecutive term.
- d. Executive Officers may run for one (1) additional consecutive term.
- e. Those that previously held an elected position are free to run for a different elected position.

ARTICLE X. ICR 501(c)3 TAX EXEMPTION PROVISIONS

Section 1. Purpose

CNY-NCARE is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Limitations of Activities

- a. No substantial part of the activities of CNY-NCARE shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the

Internal Revenue Code), and this organization shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this organization shall not carry on any activities not permitted to be carried on.

- b. Organization is exempt from federal income tax under section 501(c)3 of the Internal Revenue Code.
- c. Organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.

Section 3. Prohibition Against Private Inurement

No part of the net earnings of CNY-NCARE shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 4. Distribution of Assets

Upon the dissolution of the CNY-NCARE, its assets remaining after payment or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to the state or local government for a public purpose. Such distribution shall be made in accordance with all application provisions of the laws of the State of New York.

Section 5. Private Foundation Requirements and Restrictions

In any taxable year in which CNY-NCARE becomes a private foundation, as directed in Section 509(a) of the Internal Revenue Code, the organization shall:

- a. Distribute its income for said period at such time and manner as not to subject to tax under Section 4842 of the Internal Revenue Code.
- b. Not engage in any act of self dealing, as defined in Section 4941(d) of the Internal Revenue Code.
- c. Not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code.
- d. Not make any investment in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code.
- e. Not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments, Deposits, and Funds

The BOD, except as otherwise provided in the bylaws may, by resolution authorized by any Officer or agent of the organization, enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power

or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the BOD, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness shall be signed by the Treasurer and countersigned by a Co-chair of the organization.

Section 3. Deposits

All funds of the organization shall be deposited, from time to time, to the credit of the organization in such banks, trust companies, or other depositories as the BOD may select.

Section 4. Gifts

The BOD may accept, on behalf of the organization, any contribution, gift, bequest, or devise for the non-profit purposes of this organization.

Section 5. Fiscal Year

The fiscal year shall be July 1 through June 30.

ARTICLE XII. AMENDMENTS

Section 1. Amendments

These bylaws may be amended by a three-fourths vote of the organization's active members. Proposed amendments shall be submitted to the organization's BOD for review and approval. Approved amendments will be forwarded to active members prior to the onset of a declared thirty (30) day voting period.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised (latest edition) shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of the organization.

ARTICLE XIV. LAWS OF THE STATE OF NEW YORK

If at such time any Article or Section of this organization's bylaws is considered to be illegal or improper under the laws of the State of New York, the other Articles and Sections shall stay in full force and effect.

Signature of Officer

Date

Approved 24 August 2017

Exhibit A

