



REHABILITATION NURSE COORDINATORS' NETWORK

**BYLAWS
OF
THE REHABILITATION NURSE COORDINATORS' NETWORK
(R.N.C.N.)
A California Unincorporated Nonprofits Association**

ARTICLE I NAME AND OFFICE

The name of this Association shall be The Rehabilitation Nurse Coordinators' Network (RNCN).

At this time the Association does not have a principal office.

ARTICLE II PURPOSE

It shall be the purpose of this Association to:

- A. Constitute a resource to support nurses who coordinate or have coordinated and/or manage or have managed cases for the insurance industry, and/or interact or have interacted with the insurance industry and/or rehabilitation nursing.
- B. Maintain the honour and character of the nursing profession.
- C. Improve community health by bettering services to the disabled.
- D. Develop and promote standards for rehabilitation nurses.
- E. Stimulate interest in and provide a forum for the discussion of problems in the field of rehabilitation nursing.
- F. Stimulate rehabilitation nurse participation in all nursing activities: local, state, national and international.

ARTICLE III MEMBERSHIP

Section 1. Members and Records

This Association shall consist of members whose eligibility is described in this Article. The Association shall keep a membership book containing the membership application of each member. Termination of the membership of any member shall be recorded on the membership application, together with the manner of termination and the date on which such membership ceased. Such records shall be kept in the possession of the current Membership Chairperson of the Board of Directors.

Section 2. Eligibility

The membership of this Association shall consist of:

- A. **Active Membership:** Registered Nurses with current California licensure who presently (or previously) coordinate and/or manage cases and/or interact with the insurance industry and/or rehabilitation nursing.
- B. **Associate Membership:** Persons working in the health care industry who subscribe to the purpose and goals of this Association.

Section 3. Election to Membership

- A. Written application shall be made for membership in this Association.
- B. Membership shall be conferred upon approval of the application by a majority vote of the membership committee and/or the Board of Directors of this Association, as needed.

Section 4. Dues

- A. **Amount of dues:** The annual dues for all members shall be established by the Association's Board of Directors and approved by the Association's membership.
- B. **Payment of dues:**
 - 1. Dues of all members for the current year shall be paid to this Association on or before the first day of February in that year. After February, unpaid dues will be considered delinquent.
 - 2. Dues of applicants accepted to membership on or after the first day of October in any year shall be credited to the next year.

Section 5. Rights, Privileges and Responsibilities

- A. All Active members shall be voting members and have full rights and privileges of membership and shall comply with the Bylaws and Purpose Statement of this Association.
- B. All Associate members shall be non-voting members and shall have full rights and privileges of membership and shall comply with the Bylaws and Purpose Statement of this Association.
- C. **Right to Inspect Records:** All records of this Association shall be open to inspection on the written demand of any member at any reasonable time for a reasonable purpose.

Section 6. Forfeiture of Membership

- A. **Discipline:** Any member may be suspended for conduct deemed prejudicial to the best interest of this Association, after review by the Ethics Committee as provided in Article VII, Section 3 (B) (3) and by a two-thirds vote of the Board of Directors.

- B. **Maintenance of Eligibility:** Membership shall be forfeited as determined by the Board of Directors for failure to maintain compliance with eligibility qualifications required for initial membership.

Section 7. Reinstatement

A member who has resigned while in good standing or who has forfeited membership by non-payment of dues may apply for election to membership as provided for in Article III, Section 3 of these Bylaws and by payment of dues.

Section 8. Transferability of Membership

Membership in this Association is individual and is non-transferable and non-assignable.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meetings

There shall be an annual meeting of this Association held in December of each year. Upon recommendation of the Board of Directors this date may be changed by a two-thirds vote of the members present and voting at a regular meeting of this Association.

Section 2. Regular Meetings

There shall be a minimum of eight (8) regular meetings per calendar year. The Board of Directors shall determine the specific date.

Section 3. Special Meetings

The President, or a majority of the Board Members, or upon request of at least one-tenth of the Active Members shall call special meetings of this Association.

Section 4. Notices

The corresponding secretary shall mail notice of all meetings of the membership not less than ten (10) days and not more than forty (40) days before the date of the meeting.

Section 5. Quorum

At any voting meeting of this Association, which requires a quorum, a quorum shall be a simple majority of active members present, including two (2) officers.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority:

The affairs, business, government and management of this Association shall be vested in a Board of Directors.

Section 2. Number of Board of Directors

The Board of Directors shall consist of President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Past President and appointed Chairpersons of Standing Committees.

Section 3. Terms and Qualifications for Board of Directors

- A. Each Officer shall be an Active Member in good standing.
- B. The regular term of office for all Board of Directors shall commence on January first and the term of office shall be one (1) year.

Section 4. Nominations of Officers

- A. Candidates for each of the offices, President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer, for the next year shall be proposed annually in August by a Nominating Committee, the chairperson of which shall be chosen by the Board of Directors.
- B. The office of Corresponding Secretary and Treasurer can be elected as a co-office when deemed necessary.
- C. The consent of all persons nominated shall be secured by the Nominating Committee.

Section 5. Elections of Officers

- A. The officers shall be elected by ballot.
- B. All Active members are eligible to vote.
- C. A plurality of the valid votes cast shall elect.
- D. In the event of a tie vote, the existing Board of Directors shall meet to determine which of the candidates shall serve.
- E. All candidates for office shall be advised of election results prior to the December installation meeting.
- F. Installation of the newly elected officers shall take place at the annual meeting in December.

Section 6. Duties and Powers of the Board of Directors

In addition to the duties and powers provided elsewhere in these Bylaws, the Board of Directors shall have the following powers:

- A. Designate the place of deposit of money.
- B. Require bonding of any person handling funds as directed by the Board of Directors.
- C. Adopt an annual budget.
- D. Consider and vote on applications for membership at the request of the Membership Committee Chairperson.
- E. Transact the general business and affairs of the Association not otherwise provide for in these Bylaws.
- F. Set up Advisory Council as deemed necessary.

- G. Require a financial audit be done by an outside source when deemed desirable.

Section 7. Compensation

Board of Director members shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending special meetings and performing their duties as a member of the Board of Directors, as approved by the Board of Directors.

Section 8. Meetings of the Board of Directors

The following guidelines are provided:

- A. Regular meetings of the Board of Directors shall be held as needed.
- B. Notice of all meetings of the Board of Directors shall be made not less than seven (7) days before the day of the meeting.
- C. A majority of the Board of Directors, including two (2) Officers, one of whom shall be the President or Vice President, shall constitute a quorum at any meeting of the Board.
- D. Board meetings are open to members for observation only, unless an item for the agenda has been presented to the Ethics Committee.

Section 9. Removal

Any or all directors may be removed from office at any time, for good cause, by the vote of a majority of the Board of Directors of the Association. In the case of the removal of any officer, the vacancy will be filled as described in Article V, Section 10 of these Bylaws.

Section 10. Vacancies

- A. In the event a vacancy occurs in any office or on the Board of Directors due to any change in status or otherwise, such office shall be filled in the following manner:
 - 1. President: The Vice President shall assume office.
 - 2. Vice- President: The President shall appoint a current member of the Board of Directors to fill the vacancy.
 - 3. The President may appoint replacements for any other vacancy to fill the balance of the unexpired term.
- B. The Board of Directors may declare vacant any office if any such officer is declared to be of unsound mind by order of court, is convicted of a felony, or if, within sixty (60) days after notice of his election, she/he does not accept the office in writing or by attending a meeting of the Board of Directors.
- C. Vacancies caused by the death, resignation, or disability of an officer shall be filled by a member, as described in this section, at the next regular or special meeting at which a quorum is present following the vacancy.

- D. Officers elected to fill vacancies, as described in this section, shall hold office for the unexpired term of their predecessors, or until their removal or resignation as in these Bylaws provided.

ARTICLE VI DUTIES AND POWERS OF OFFICERS

Section 1. Title of Officers

The Officers of the Association shall be: President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and Past President.

Section 2. Duties and Powers of Officers

The duties and powers of the Officers of the Association shall be such as are implied by their respective titles plus such other duties as designated by the Board of Directors and more specifically as follows:

- A. The PRESIDENT shall:
1. Preside at all meetings of the Association and of the Board of Directors.
 2. Be ex-officio member of all committees, except the Nomination Committee, but shall not chair any committee.
 3. Appoint, subject to the approval of the Board of Directors, all committee chairperson, except the Nomination Committee.
- B. The VICE-PRESIDENT shall:
1. Assume the duties of the President whenever the President is unavailable.
 2. Serve on the Education Committee as well as monitor Continuing Education hour reporting requirements.
 3. Assure that RNCN Continuing Education credits are issued only for those offerings provided by the Association.
- C. The RECORDING SECRETARY shall:
1. Keep minutes of all meetings of the Association and of the Board of Directors.
 2. Read the minutes during the following meeting.
- D. The CORRESPONDING SECRETARY shall:
1. Conduct all general correspondence.
 2. Notify members and Directors in writing of the time and place of meetings.
 3. Coordinate with facility to arrange monthly luncheon meetings.

4. Keep an accurate file of the names and places of employment of members for mailing purposes.

E. The TREASURER shall:

1. Deposit all money belonging to the Association in a bank approved by the Board of Directors.
2. Keep itemized records of receipts and disbursements and financial records in a computerized database.
3. Pay by check all bills approved by the Board of Directors.
4. Submit a reconciled report at each meeting of the Board of Directors and at the annual meeting.
5. Co-sign all checks issued by the Association with appropriate counter-signature on check in the following order: President, Vice-President or Recording Secretary.
6. Issue notification of dues to all members and notify all members in arrears.
7. Collect and record all dues.
8. Prepare financial records and arrange for an annual audit to be done by an outside source, when requested by the Board of Directors.

F. The PAST-PRESIDENT shall:

1. Serve in an advisory role to the Board.

G. EACH BOARD OF DIRECTOR MEMBER shall:

1. Maintain records related to the activities and the duties of their term in office.
2. Deliver to their successors all records belonging to the Association within two (2) weeks after termination of the tenure of office, along with a brief summary for recommendations for the following year.
3. Use expense and other appropriate forms provided by RNCN and attach original receipts or other appropriate documentation for expenses.

ARTICLE VII COMMITTEES

Section 1. Composition and Authority

The President, with the approval of the Board of Directors, may designate one or more special or standing committees to assist the Board of Directors in management of the Association; provided the designation of such committees and the delegation of authority shall not operate to relieve the President, or any individual director, of any responsibility imposed upon them.

Section 2. Nominating Committee

The President, with the approval of the Board of Directors shall appoint a Nominating Committee, which shall consist of three Active Members, not holding office. The committee will complete the requirements of these Bylaws, Article V, Sections 3 and 4.

Section 3. Functions of Committees

- A. Each committee shall be responsible for the work assigned by the Board of Directors.
- B. The Chairperson of each committee shall present a report, as needed, to the Association, when indicated by the Board of Directors.
- C. Prior to the December meeting of the Board of Directors, the Chairperson of each committee shall submit a report of actual expenditures by the committee for that year.

ARTICLE VII FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules of Parliamentary Procedure contained in Robert's Rules of Order, Newly Revised shall be the authority governing all meetings of this Association.

ARTICLE X AMENDMENTS

Section 1.

These Bylaws may be amended, in whole or in part, at any meeting of the membership where a quorum is present, by a two-thirds vote of the active members present and voting, provided that the proposed amendments shall have been approved by the Board of Directors and mailed to each voting member together with the notice of the meeting, two weeks prior to said meeting.

Section 2.

These Bylaws may be amended at any meeting without notice, by ninety-nine percent (99%) of all Active members present and voting, provided that the proposed amendments shall have been approved by the Board of Directors.

ARTICLE XI DISSOLUTION

Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed to a nonprofits fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under IRC Section 501 (C) (3).

Revision date: December 30, 2007

Signature of Bylaws Co-Chairs:

Miriam F. Snitkin, RN
Miriam F. Snitkin, RN

Jo Ann Wegmann, RN
Jo Ann Wegmann, RN

Judy Lemm, RN
Judy Lemm, RN

We, the undersigned, are the currently elected Officers of this Association, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of 10 pages, as the Bylaws of said Association.

Dated: December 30, 2007

Jocelyn Pride, RN President

Judy Lemm, RN Vice President

Mary Cooper, RN Corresponding Secretary

Connie Criss, RN Treasurer

I, Mary Cooper, R.N. hereby certify:

That I am the duly elected and acting Recording Secretary of R.N.C.N., an unincorporated Association and that the foregoing Bylaws, consisting of 10 pages, constitute the Bylaws of said Association as duly adopted on December 30, 2007, by the unanimous written consent of the currently elected Officers of this Association.

Dated: December 30, 2007

Mary Cooper, RN Recording Secretary

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| ASSOCIATION ESTABLISHED: | 1987 |
| BYLAWS ADOPTED: | AUGUST 1988 |
| BYLAWS REVISED: | JANUARY 1989 |
| BYLAWS REVISED: | NOVEMBER 1990 |
| BYLAWS REVISED: | AUGUST 1992 |
| BYLAWS REVISED: | AUGUST 1994 |
| BYLAWS REVISED: | MAY 1997 |
| BYLAWS REVISED: | AUGUST 1998 |
| BYLAWS REVISED: | NOVEMBER 2001 |
| BYLAWS REVISED: | MAY 2003 |
| BYLAWS REVISED: | DECEMBER 2007 |