



# Arizona Society of Gastroenterology Nurses and Associates Inc.

## ByLaws Rev 3

### Revision History

Date	Rev.	Changes Made	Author	Approval
09/28/97	2.0	Newly amended by-laws.  Reference SGNA By-laws, dated May 11, 1997, for documented changes.  Replaces ASGNA By-laws dated 1994.	Linda Dupree	Mail-in ballot due Nov 30, 1997.  Yea = Nay =
08/01/08	3.0	Replaces ASGNA By-laws Rev 2, dated 9/28/97.	Linda Dupree	Mail-in ballot due Nov 30, 2008.  Yea = Nay =
08/01/2010	4.0	Reviewed without changes.	Linda Dupree	

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**1. Name**

The organization is a Wisconsin Non-stock and Not-for-Profit Corporation, the full name of which is the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES. INC. (hereinafter referred to as the ARIZONA SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES (hereinafter "ASGNA") is a regional society of the Society of Gastroenterology Nurses and Associates and is subject to its bylaws and policies.

**2. Purpose**

The purposes for which The ASGNA has been formed and will be operated are:

- To unite in one Society persons engaged in any capacity in the fields of Gastroenterology and/or Endoscopy nursing.
- To encourage and develop educational programs for persons in such fields.
- To advance the technology, science and arts of practitioners in such fields.
- To cooperate with other professional societies, corporations and governmental bodies involved in such fields.

The property and income of the ASGNA shall be used solely for the above-referenced purposes and shall not inure to the benefit of any individual; and the ASGNA shall not engage in any activity which would prevent it from gaining or cause it to lose status as an exempt organization under Internal Revenue Code Section 501(c)(6).

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**3. Membership**

**3.1 Eligibility (Qualifications)**

The Membership in the ASGNA shall be open to all qualified individuals involved in or associated with gastroenterology and/or endoscopy nursing practice.

**3.2 Classes of Members**

The Membership in the ASGNA shall be open to all qualified individuals involved in or associated with gastroenterology and/or endoscopy nursing practice.

**3.2.1 Voting Members:** Voting membership in the ASGNA is limited to licensed nurses and associates in, or associated with, Gastroenterology and/or Endoscopy nursing practice. Voting members may hold office. Categories are limited to:

**3.2.1.1 Licensed Nurses:** Defined as registered nurses and licensed vocational/practical nurses.

**3.2.1.2 Associates:** Defined as assisting personnel such as technicians, technologists, and assistant nurses.  
**3.2.1.3 Life Members:** Defined as all past presidents of the SGNA, with Life Membership status commencing at the end of their term as President. The Board of Directors may also grant Life Membership to voting members who have rendered outstanding service to the Society after reviewing the nominee's qualifications and receiving approval by a majority vote of the Board.

**3.2.2 Non-Voting Members:** Non-voting membership in the ASGNA shall be open to individuals. Other than licensed nurses and associates, who are involved in or associated with gastroenterology and/or endoscopy nursing practice. Non-voting members are not eligible to hold elected office. Categories include, but are not limited to:

**3.2.2.1 Affiliates:** Defined as individuals other than licensed nurses such as physicians, consultants, hospital representatives, and educators.

**3.2.2.2 Students:** Defined as individuals who are not licensed, but are enrolled in an accredited nursing program. Proof of student status shall be required.

**3.2.2.3 Honorary:** Defined as individuals who have rendered outstanding service to the Society or in the field of gastroenterology and/or endoscopy nursing. Any voting or non-voting member may nominate an individual for honorary membership. Honorary membership may be granted by the Board after reviewing the nominee's qualifications and must be approved by a majority vote of the Board.

### **3.3 Applications**

Persons interested in any category of membership shall apply in accordance with such policies and procedures approved by the Board of Directors of SGNA. All applications shall be verified according to policy and procedures established by the Board of Directors.

### **3.4 Termination**

The Governing Board, by affirmative vote of two-thirds of all Board members present and voting at a duly constituted meeting of the Board, may suspend or expel a member for cause after an appropriate hearing in accordance with policies and procedures established by the Governing Board. The Governing Board, by affirmative vote of a majority of all Board members present and voting at any duly constituted meeting of the Board, may terminate the membership of any member who has become ineligible for membership in accordance with policies and procedures established by the Governing Board. Membership may also be terminated automatically for failure to pay dues, as set forth in Section 5.1 of the Bylaws.

### **3.5 Resignation**

Any member may resign by filing a written resignation with the Secretary.

### **3.6 Transfer**

Membership is non-transferable.

### **3.7 Membership Benefits**

**3.7.1** The journal published by SGNA which includes articles of professional interest to persons engaged in the fields of Gastroenterology and/or endoscopy nursing which shall be distributed without charge to members of the ASGNA who are current in their payment of dues. This benefit may be made available to non-members and others in accordance with policies established by the Board of Directors.

**3.7.2** Other publications and programs shall be made available from time to time as determined by the Board of Directors in accordance with policies and procedures established by the Board of Directors.

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## **4. NONDISCRIMINATION POLICY**

The policy of the ASGNA is nondiscrimination on the basis of disability, race, color, creed, religion, sex, country of origin, country of education, or sexual orientation.

## **5. DUES**

### **5.1 Dues**

**5.1.1 Amount:** The Governing Board shall determine from time to time the amount of ASGNA rebate and total SGNA annual dues payable to the Society by members of each class, and shall give appropriate notice to the members.

**5.1.2 Payment:** Dues shall be payable in U.S. funds in advance of the first day of January in each year and shall become delinquent if not received by March 1st.

**5.1.3 Default:** The membership of any member of any class who is in default in the payment of dues shall be terminated without further action by the ASGNA and without further notice to the defaulted member.

**5.1.4 Reinstatement:** A member whose membership has terminated due to default in dues payment shall be reinstated if such dues are paid in full, during the remainder of the year in which they became payable upon written application made in the manner provided by Section 3.30.

**5.1.5 Resignation:** Resignation shall not relieve a member of the obligation to pay any dues, assessments, or other charges accrued before resignation and unpaid.

**5.1.6 All Elected Officials:** Elected officials will have their membership dues paid by the Treasury of the ASGNA. All appointed board members will have their dues paid for at the discretion of the Governing Board. Members of the ASGNA, elected to the board of the SGNA, shall have their dues paid by the Treasury of the ASGNA.

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## **6. OFFICERS**

### **6.1 Elective Officers**

The elective officers of the ASGNA shall be President, President Elect, Secretary, and Treasurer.

### **6.2 Duties**

All officers of the ASGNA shall have such authority and perform such duties in the management of the Society as may be provided in these Bylaws, the Articles of Incorporation, or as may be determined by resolution of the Governing Board not inconsistent with the Articles of Incorporation or the Bylaws. More specifically, the following officers shall have the following duties:

#### **6.2.1 President:**

- Be an active member of ASGNA
- Serve as a board member for a minimum of two previous years prior to serving as president.
- Represent the Board of Directors and the ASGNA.
- Preside at all meetings of the ASGNA and of the Governing Board.
- Appoint all committee chairs and members with the approval of the Governing Board, except the Chair of the Committee on Nominations and Elections.
- Serve as ex-officio member without vote on standing and special committees, except the Committee on Nominations and Elections.
- Terminate committee appointments, subject to the approval of the Governing Board.
- Submit to the Governing Board copies of correspondence pertaining to the affairs of the Society.
- Submit to the Board of Directors of SGNA an annual report of the ASGNA.

- Serve as the ASGNA liaison between the Certifying Board of Gastroenterology Nurses and Associates (CBGNA) and the Society in accordance with policies and procedures established by the Board of Directors.
- Keep in constant communication with the National Regional Committee Chairperson and published a column for the Regional Society to be submitted to the National Society Nomination Committee for consideration for office.
- Serve as ASGNA Delegate to the national House of Delegates and Annual Educational Course.
- Automatically accede to the Nominations Chairperson position when their term ends.
- May sign all checks written in the absence of the Treasurer.
- Must be CGRN
- Be responsible for notification of officers and directors of meetings of the Governing Board.

### **6.2.2 President Elect:**

- Be an active member of ASGNA.
- Serve as board member a minimum of one previous year prior to serving as president elect.
- Automatically accede to the presidency when the President's term ends.
- Become acting President and assume the duties of the office in the event of the President's absence, disability or resignation.
- Serve as an advisory member without vote on standing and special committees and shall perform such duties as may be delegated by the President, or by the Governing Board.
- Represent the ASGNA Regional Society as the Regional Alternate Delegate to the national House of Delegates and Annual Educational Course.
- Serve as the bylaws chairman and Regional Historian and preserve bylaws.

### **6.2.3 Secretary:**

- Be an active member of ASGNA.
- Record or cause to be recorded the minutes of all meetings of the Society and the Governing Board.
- Furnish to the national office, minutes of all meetings within four weeks to the Board of Directors for approval;
- Preserve correspondence, reports, records, and any other special correspondence as requested by the ASGNA in a permanent file.

### **6.2.4 Treasurer:**

- Be an active member of ASGNA.
- Be responsible for the funds of the ASGNA.
- Keep an accurate record of all receipts and disbursements,
- Assist in the direction of all financial affairs and sign checks of the ASGNA in accordance with Section 6.4 of these Bylaws;
- Present financial reports to the Governing Board as requested.
- Be bonded in the event that the treasury funds reach \$20,000. Bonding to be paid by ASGNA.

### **6.2.5 Immediate Past President:**

A President, or an acting President elected by the Governing Board pursuant to Section 6.4, shall have the status of Immediate Past President until the term as Chair of the Committee on Nominations and Elections expires as outlined under Article VII, Nominations and Elections, Section 7.3, or from the time she/he leaves office as President or acting President until the next election of officers. Thereafter, she/he shall have the status of Past President.

## **6.3 Term**

**6.3.1** President and President Elect: Each elective officer, except Secretary and Treasurer, shall serve one year or until a successor is elected. No person can be elected to consecutive terms as President or President Elect.

**6.3.2** Secretary and Treasurer: Elections to fill the office of Secretary shall be held in even-numbered years. Elections to fill the office of Treasurer shall be held in odd-numbered years. Persons elected as Secretary or Treasurer shall hold office for a term of two years or until their successors are elected. Persons elected as Secretary or Treasurer shall not be eligible to serve more than two consecutive terms in the same office.

**6.3.3** Full Term: Only members serving more than one-half of a term in the offices of Secretary, Treasurer, or President or President Elect shall be considered to have served a full term. This rule shall not apply to the offices of President or President Elect.

## **6.4 Vacancies**

**6.4.1** President: If the office of President becomes vacant, the President Elect shall then become acting President until the end of the term and shall at that time become President for the ensuing term.

**6.4.2** President Elect: If the office of President Elect becomes vacant, the vacancy shall be filled by the affirmative vote of two-thirds of the members of the Board in office by a currently seated Board member who meets the qualifications of President Elect (see Section 7.02) to serve as acting President Elect until the end of the term.

**6.4.3** President and President Elect: If the office of President becomes vacant while there is a vacancy in the office of President Elect, the Board of Directors shall elect by the affirmative vote of two-thirds of the members of the Board in office an acting President who shall serve only until the end of the term of the President Elect. At the next regularly scheduled election, a President and President Elect shall be elected.

**6.4.4** Other Vacancies: If the office of the Secretary or Treasurer becomes vacant the Governing Board shall elect by the affirmative vote of two-thirds of the members of the Board in office an acting Secretary or Treasurer from among the voting members of the Society, including the officers.

## **6.5 Exceptions**

Any eligible member may serve both as Secretary and Treasurer. No person may hold any other combination of two offices. Any officer may be chair or a member of any committee.

## **6.6 Removal**

**6.6.1** Officers elected by the membership may be removed from office by a two-thirds vote of the members present at a membership meeting at which a quorum (see Section 8.4) is present or by mail ballot as provided for in Article VIII of these Bylaws, if, in the judgment of the members, the best interests of the ASGNA will be thereby served.

**6.6.2** Officers elected by the Governing Board of Directors may be removed by the Board by majority vote of the directors in office, if, in their judgment, the best interests of the ASGNA will be thereby served.

## **6.7 Records**

Upon termination of office for any reason, all officers of the ASGNA shall deliver all records or other documents of the ASGNA to their successors within 30 days of termination.

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# **7. NOMINATIONS & ELECTIONS**

## **7.1 Elections**

Annual elections shall be conducted to elect officers.

## **7.2 Eligibility**

Only voting members are eligible to be elected to be an officer, or member of any appointed Committee or Chairman.

## **7.3 Nominations**

**7.3.1** Chair of the Committee on Nominations and Elections: The Immediate Past President shall serve as the chair of the Committee. If there is no Immediate Past President, the incoming President shall, with the approval of the Governing Board, appoint the Committee chair.

**7.3.2** Nominating Procedures: In accordance with policies and procedures established by the Governing Board, the Chairman shall consider the qualifications of all candidates proposed by the membership or by the Committee itself. The Committee shall create a slate of candidates for presentation to the membership.

## **7.4 Election Procedures**

The Chairman on Nominations and Elections shall recommend procedures for elections, subject to the approval of the Board of Directors. Election of officers, shall be cast at the annual fall conference, and by mail to those voting members not in attendance, with each member having one vote for each office to be filled. A simple plurality shall elect. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates. Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Governing Board. Results of elections for officers shall be tabulated and communicated to members.

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## **8. MEMBERSHIP MEETINGS**

### **8.1 Membership Meetings**

Meetings of the members shall be held on dates determined by the Governing Board. At these meetings, members shall consider reports from the officers and committees, and transact such other business as may come before the meeting. If, in case of emergency, the annual fall meeting is not held at the prescribed time, business, which should have been conducted at the meeting, shall be conducted promptly by mail or by a special meeting of the members.

### **8.2 Special Membership Meetings**

The President may call special meetings of the members, by a majority of all the officers or upon request of at least ten percent of the voting members. Special meetings shall be held at such time and place, as determined by the Governing Board shall determine. Any business of the ASGNA may be considered and transacted at such a meeting, provided written notice has been given to the members as provided in Section 8.3.

### **8.3 Notice of Membership Meetings**

Written or printed notice stating the place, day, and hour of any meeting of members shall be sent to each member by mail or e-mail, or fax to each member of each class not less than 14 days before the date of such meeting. Notice of meeting published in the newsletter or in separate communication of the ASGNA, distributed within such time limits, shall be valid notice to all members. In the case of a special meeting or when required by statute or by these Bylaws the purpose for which the meeting is called shall be stated in the notice. Notice of a meeting, whether published in the ASGNA newsletter or in separate communication, shall be deemed to be delivered when deposited in the U.S. mail addressed to a member at the address as it appears on the records of the ASGNA with postage thereon prepaid.

### **8.4 Quorum**



Three percent of all voting members with credentials, in accordance with policies and procedures approved by the Board of the Society, shall constitute a quorum at any membership meeting or for any mail vote. Members may vote by mail. Proxy voting is not valid.

## **8.5 Voting**

**8.5.1** Membership Meetings: Voting shall be conducted in accordance with standing rules adopted by the Board of the Society, providing that no proxy voting shall be allowed.

**8.5.2** Mail: The officers may order a mail vote on any item of business, which is subject to the approval of the Board of the Society. An affirmative vote of a majority of members voting by mail shall be necessary for the approval of any matter, except elections, unless law, the Articles of Incorporation or these Bylaws require a greater number.

**8.5.3** Unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation or by law, the affirmative vote of (a) a majority of the members present and voting at a duly constituted meeting of the membership, or (b) a majority of the members submitting votes in a vote by mail ballot shall be sufficient to authorize any act by the membership.

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## **9. GOVERNING BOARD**

### **9.1 Powers**

The affairs of the ASGNA shall be governed and managed by a Governing Board duly elected by the membership. The Board shall have full authority to interpret and implement all the provisions of the Bylaws. All interpretations of the Bylaws shall be by three-fourths (3/4ths) vote of the entire Board and shall be final and conclusive.

### **9.2 Duties**

**9.2.1** Develop and abide by the Bylaws and Policies of the Society.

**9.2.2** Supervise and direct the business and financial affairs of the Society.

**9.2.3** Set all dues and fees payable to the ASGNA.

**9.2.4** Develop, monitor and evaluate programs which further the Mission and Strategic Goals of the Society.

**9.2.5** Identify relevant professional issues for presentation to and action by the membership.

**9.2.6** Retain management and staff services as needed to assist in the day-to-day business and financial operations of the ASGNA.

### **9.3 Meetings**

**9.3.1** Special Meetings: Special meetings of the Governing Board may be called by the President, or called at the request of any three members. Special meetings shall be held at such place and time, the President shall determine. Notice of any special meeting of the Governing Board shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or fax to each board member at the address as shown by the records of the Society. Such meetings shall be conducted in accordance with the policies and procedures approved by the Governing Board.

**9.3.2** Regular Meetings: Regular meetings of the Governing Board shall be convened in accordance with the established policies and procedures.

**9.3.3** Guests: The President may invite guests in accordance with policies and procedures approved by the Governing Board to attend meetings of the board but without vote.

### **9.4 Quorum**

A majority of the Governing Board in office shall constitute a quorum for the transaction of business.

meeting of the Board.

### **9.5 Voting**

Each member of the Governing Board shall have only one vote. Elected officers and appointed committee chairs shall be considered voting board members. No proxy voting shall be valid, unless a larger proportion of affirmative votes is required by these Bylaws, in the Articles of Incorporation or by law, the affirmative vote of a majority of the Governing Board present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Governing Board. In the case of a tie, the tie will be broken by the executive committee.

### **9.6 Waiver of Notice**

Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting except where a board member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or conducted. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of meeting, unless specifically required by law or these Bylaws.

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## **10. EXECUTIVE COMMITTEE**

### **10.1 Composition**

The Executive Committee of the Governing Board of the ASGNA shall consist of the President, President-elect, Secretary, Treasurer, and Immediate Past President.

### **10.2 Duties**

The Executive Committee will be charged by the Board with addressing issues between Board meetings, subject to limitations imposed by Board policy, The Executive Committee shall take no action (a) with respect to the election of officers, or (b) with respect to filling vacancies on the Governing Board or Executive Committee.

## **11. COMPENSATION**

### **11.1 Salary**

No Officer shall receive any salary, fee, or other remuneration for services rendered as an officer. The Board may, by resolution, provide for the payment of reasonable compensation for services rendered by persons who may be voting members or officers of the ASGNA in specific capacities.

### **11.2 Reimbursement**

The Governing Board may, by resolution, provide for the reimbursement of any officer or member for reasonable budgeted expenses incurred by the officer or member carrying out any business of the ASGNA, including, but not limited to, traveling to and from attending meetings of the board of directors or a committee.

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## **12. FISCAL PROCEDURES**

### **12.1 Annual Budget**

The Board shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriate to the needs of the ASGNA, authorizing expenditures of funds for the operation of the ASGNA. Funds to meet this budget are to be

provided by the membership dues or through other means commensurate with the purposes of the the laws of the State of Wisconsin regarding Non-stock and Not-for-Profit corporations. The budget developed and monitored by the Treasurer.

### **12.2 Contracts**

The Governing Board may authorize any officer, agent or agents of the ASGNA, in addition to the officer authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances.

### **12.3 Checks, Drafts, or Orders**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the ASGNA, shall be signed by the Treasurer or, in the absence of the Treasurer, by the President or other officer or person of the ASGNA as designated by the Board of Directors, in accordance with procedures established by the Governing Board.

### **12.4 Deposits**

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

### **12.5 Gifts**

The Board of Directors may accept on behalf of the ASGNA any contribution, gift, bequest, or devise for any purpose of the ASGNA.

### **12.6 Fiscal Year**

The Governing Board shall establish the fiscal year of the ASGNA.

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## **13. COMMITTEES**

### **13.1 Standing Committees**

**13.1.1** The Society shall have the following Standing Committees: Education Committee, Membership Committee, Nominations Committee, Constitution and Bylaws Committee, and Hospitality Committee.

**13.1.2** The President with the approval of the Governing Board shall appoint the chairpersons of the standing committees and the newsletter editor. All chairs must be voting members of the ASGNA. Committee members may be selected from any class of membership. The person thereof may remove any member or person thereof authorized to appoint such member whenever in their judgment the interests of the ASGNA shall be served by the removal.

**13.1.3** Duties of committees shall be specified and approved by the Governing Board in accordance with established policy.

### **13.2 Special Committees**

Other committees with limited authority may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee should be members of the ASGNA, and the President of the ASGNA shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the interests of the ASGNA shall be served by the removal. Special Committees will be dissolved by the President at the time of final report.

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#### **14. PUBLICATIONS**

The ASGNA shall publish a newsletter 4 times a year, prior to each quarterly regional meeting of the membership. All communication between the Board and membership will be completed through the web site or by e-mail. Individual ASGNA members may notify the Board that they do not have or do not want to have electronic correspondence and prefer U.S. mail.

#### **15. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Wisconsin law or under the provisions of the Articles of Incorporation of the ASGNA or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **16. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the ASGNA in all cases to which they are applicable and in which they are not inconsistent with statute, these Bylaws, or a specific provision of the Articles of Incorporation and any special rules of order the ASGNA may adopt.

#### **17. INDEMNIFICATION**

The Society shall, to the fullest extent permitted bylaw, indemnify and hold harmless each person who is or was as an officer of the Society, as a member of the Board of Directors of the Society, as a member of an authorized committee of the Society, from and against any and all claims and liability, whether the claim is settled or proceed to judgment, to which such person shall have become subject by reason of his or her acting in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity.

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#### **18. DISSOLUTION**

##### **18.1 Dissolution**

In the event of dissolution of the ASGNA, the net assets of the corporation shall be applied and distributed as follows:

**18.1.1** All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

**18.1.2** After the liabilities and obligations of the ASGNA are paid pursuant to these Bylaws, the ASGNA shall distribute any remaining assets to SGNA.

#### **19. AMENDMENT OF BY-LAWS**

##### **19.1 Amendments**

In this Article, the term "Amendment" means and includes any and all of the following: The adoption of a new Bylaw; the change in part or whole of an existing Bylaw; or the repeal of a Bylaw. Any Amendment proposed before the membership must be reviewed by the Articles and Bylaws Committee and submitted to the Governing Board. The Governing Board will review and issue proposed Bylaw Amendments to the membership with a recommendation for each proposed Amendment that such Amendment be adopted, (b) not be adopted, or (c) with no recommendation.

##### **19.2 At Annual Meeting**

The Bylaws may be amended at any Business Meeting but no Amendment shall be voted upon and adopted at a meeting called for any other purpose.

unless:

**19.2.1** Such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the annual fall meeting; and unless.

**19.2.2** Such proposed Amendment receives the affirmative vote of two-thirds of the votes cast at a fall membership meeting.

**19.3 Between Annual Fall Business Meetings**

In the absence of, or between Annual Fall Business Meetings, Amendments to the Bylaws may be submitted to the membership by electronic or U.S.mail ballot, provided that a period of at least thirty (30) days is given between the date the ballots are mailed and a date fixed for the close of voting thereon. To be adopted, each such Amendment must receive the affirmative vote of two-thirds (2/3rds) of the members voting.

**19.4 By Written Petition**

Amendment to the Bylaws may be proposed by written petition signed by at least twenty percent (20%) of the then total voting membership and delivered to the Board not less than forty-five (45) days prior to the start of any Business Meeting so that notice thereof may be sent to each member at least thirty (30) days prior to the Meeting.

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