

**Florida's First Coast SGNA
Regional Society Bylaws
(As Adopted: 2010 Updated: 2023)**

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Article I: Name

The organization is a chartered Regional Society of the SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES, INC. (hereafter called SGNA), the full name of which is Florida's First Coast (hereafter called Florida's First Coast).

Article II: Purposes

As a Regional Society of SGNA, Florida's First Coast's primary purpose is to bring the benefits of national membership to SGNA members at the local level. In recognition of SGNA's purposes, the purposes of the regional society will be:

- to unite in one Regional 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 advocate optimal care for patients with digestive disease and those undergoing diagnostic and therapeutic procedures;
- to cooperate with other professional societies, corporations and governmental bodies involved in such fields.

Specifically, Florida's First Coast's duty is to provide educational opportunities to its members as required by the policies and procedures of SGNA.

The property and income of the Regional Society shall be used solely for the above-referenced purposes and shall not inure to the benefit of any individual, and the Regional Society 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).

Article III: Membership

3.01 *Eligibility (Qualifications)*

Membership of the Regional Society shall be open to all qualified individuals who are members of SGNA.

3.02 *Classes of Members*

Classes and categories of members shall be those designated by the SGNA in its bylaws, and such bylaws shall be amended from time to time.

3.03 Membership Processing

Membership applications, classification changes, resignations, suspensions and expulsions for the Regional Society shall be acted upon in accordance with the determination of SGNA.

3.04 Membership Benefits

Publications and programs shall be made available to Florida's First Coast members in accordance with policies and procedures established through the annual charting process. In accordance with SGNA established policies and procedures, Florida's First Coast shall issue other official publications as determined to be within the scope of the Regional Societies purpose. All members of the Regional Society shall be Included in the distribution list.

Article IV: Nondiscrimination Policy

The policy of Florida's First Coast is nondiscrimination on the basis of disability, race, color, creed, religion, sex, age, country of origin, country of education, or sexual orientation.

Article V: Dues

5.01 Dues

Regional society dues are set by the SGNA National Board of Directors and may be updated as part of the National SGNA yearly budget process.

Article VI: Board of Officers

6.01 Officers

Required elective officers of Florida's First Coast shall be President, President-Elect, Treasurer, Secretary, and Immediate Past President

6.02 Powers and General Duties of the Board of Officers

6.021 Powers: The affairs of Florida's First Coast shall be governed by a Board of Officers duly elected by the Regional Society membership. Officers must be voting members. In accordance with policies and procedures promulgated by SGNA. The Board of Officers shall have full authority to interpret and implement all the provisions of these bylaws. All interpretations of the bylaws shall be by three-fourths (3/4ths) vote of the entire board and shall be final and conclusive.

6.022 Duties: All officers of Florida's First Coast shall have such authority and perform such duties in the management of the Regional Society and may be provided in these bylaws.

6.0221 Develop and abide by the bylaws and the policies of the Regional Society.

6.0222 Supervise and direct the business and financial affairs of the Regional Society.

6.0223 Set all fees payable to the Regional Society.

6.0224 Develop, monitor, and evaluate all programs that further the mission and strategic goals of the Regional Society.

6.0225 Identify any relevant professional issues for educational presentations to the Regional Society.

6.0226 Retain management and staff services as needed and if applicable.

More specifically, the officers shall have the following duties:

6.031 President:

- ★ Shall represent the Regional Society and the Board of Officers.
- ★ Shall preside at all meetings of Florida's First Coast Board of Officers.
- ★ Shall appoint all non-elective committee chairs and members with the approval of the majority of the Board of Officers.
- ★ Shall serve as ex-officio member without vote on Regional Society standing and special committees except the Committee on Nominations and Elections.
- ★ Shall terminate Florida's First Coast committee appointments, subject to the approval of the Board of Officers.
- ★ Shall submit to Florida's First Coast Board of Officers copies of correspondence pertaining to the affairs of the Regional Society.
- ★ Shall, in the absence of a Treasurer, delegate the duties and responsibilities of the Treasurer to another officer, or assume those duties.
- ★ Shall submit to the Regional Society and SGNA Board of Officers an annual report of the Regional Society.
- ★ Shall prepare and submit annual charter documentation as required by policy and procedure of the SGNA.

6.032 President-Elect:

- ★ Shall automatically accede to the presidency when the Regional Society President's term has ended.
- ★ Shall become acting Regional Society President and assume the duties of the office In the event of the President's absence, disability, or resignation.
- ★ Shall serve as an advisory member without vote on Regional Society standing and special committees (if applicable) and shall also perform such duties as may be delegated by the Regional Society Board of Officers.

6.033 Secretary:

- ★ Shall record or cause to be recorded the minutes of all meetings of Florida's First Coast and the Regional Society Board of Officers.
- ★ Shall be responsible for notification of Board of Officers and members of meetings.
- ★ Shall preserve correspondence, reports, records, changes in bylaws of the Regional Society and National SGNA in a permanent file.

6.034 Treasurer:

- ★ shall be responsible for the funds of Florida's First Coast.
- ★ Shall keep an accurate record of Florida's First Coast receipts and disbursements.
- ★ Shall assist in the direction of all financial affairs and sign checks of Florida's First Coast, in accordance with Section 12.03 of these Bylaws;
- ★ Shall present financial reports to Florida's First Coast Board of Officers as requested.
- ★ Shall present an annual report to Florida's First Coast members at the annual membership meeting.

6.035 Immediate Past President:

A Regional Society President shall have the status of Immediate Past President from the time he/she leaves office as President of acting President until the next election of officers.

Thereafter he/she shall have the status of Past President.

6.036 Additional Officer Board positions may be presented for election with roles as defined by agreement of the Board of Officers.

6.04 *Term*

President, President-Elect, Treasurer, and Secretary shall serve for two years or until a successor is elected. The term of office shall begin on January 1st.

- ★ Only members serving more than one half of a term in the office of Secretary or the Treasurer shall be considered to have served a full term. This rule shall not apply to the offices of President and President-Elect.

6.05 *Qualifications*

Only voting members of the Regional Society are eligible to be an elective or appointed officer of the Regional Society.

6.06 *Vacancies*

6.061 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.

6.062 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.

6.063 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 Officers 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. Then, at the next regularly scheduled election, a President and President-Elect shall be elected.

6.064 Other Vacancies: If the office of the Secretary or Treasurer becomes vacant the Board of Officers 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 Regional Society, including the officers.

6.07 *Incompatibility*

No person may hold any other combination of two offices except on a temporary basis to fill a vacancy as assigned by the President. Any officer may be chair or a member of any committee.

6.08 *Removal*

Officers elected by the membership may be removed from office by two-thirds vote of the Board of Officers if the judgement of the Board, the best interest of the Regional Society will be served thereby. An announcement of the change will be sent out to all regional members.

6.09 *Records*

Upon termination of office, all Regional Society officers shall deliver all records or other property of the Regional Society to their successors within 30 days of termination.

Article VII: Nominations & Elections

7.01 *Elections*

Annual elections shall be conducted to elect officers every two years.

7.02 *Eligibility*

Only voting members are eligible to serve as officers, or member of the any committee.

7.03 *Nominating Procedures*

- The Board of Officers shall take nominations from among the membership, consider the qualifications of the candidates, and shall create a slate of candidates for presentation to the membership.
- 7.04 *Election Procedures*
- Elections of officers shall be at the Annual Meeting of the Regional Society, or by mail/electronic ballot cast by voting members, with each member having one vote for each office to be filled. A 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 candidates again tie in the run-off election, the tie shall be broken by a majority vote of the Board of Officers. Results of the election shall be tabulated and communicated to the members.

Article VIII: Membership Meetings

- 8.01 *Annual Membership Meeting*
- The annual meeting of Florida's First Coast shall be held once a year on a day selected by the Board of Officers. At the annual meeting, all members shall have the opportunity to discuss any questions or concerns regarding annual reports, and transact such other business as may come before the meeting. At the annual meeting, any recommendations, or resolutions to be brought to the Regional Societies Committee can be presented to the Board of Officers. If in case of emergency, the annual meeting is not held at the prescribed time, business which should have been conducted at the meeting shall be conducted promptly by mail or at a special meeting of the members.
- 8.02 *Special Membership Meetings*
- Special meetings of the Regional Society members may be called by the President, 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 the Board of Officers shall determine. Any business of Florida's First Coast may be considered and transacted at any special meeting, provided written notice has been given to the members as provided in Section 8.03.
- 8.03 *Notice of Membership Meetings*
- Written or printed notice stating the place, day, and hour of any member meeting shall be sent by regular mail or electronically to each class member not less than 14 days before the membership meeting. Notice of meeting posted on the website, social media, sent electronically, or in separate communication of Florida's First Coast which is distributed within such time limits shall be valid notice to all members. In the case of a special membership meeting the purpose for which the meeting is called shall be stated in the notice. Notice of a meeting, whether published on the website, social media, 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 Florida's First Coast with postage thereon prepaid or on the date of posting on the website or social media by the date that the electronic email blast is sent out.
- 8.04 *Quorum*
- Ten percent of all voting members or three voting members (whichever is greater), shall constitute a quorum at any membership meeting or for any mail/electronic vote in which member vote. Proxy is not valid.

8.05 *Voting*

8.051 At Membership Meetings: Voting shall be conducted in accordance with standing rules adopted by the members in attendance, providing that no proxy voting shall be allowed.

8.052 By Mail or Electronic Communication: The Board of Officers may order a mail or electronic vote on any item of business which is subject to the approval of the voting members. An affirmative vote of a majority of members voting by mail or electronically shall be necessary for adoption of any matter, except elections.

8.053 The affirmative vote of (a) majority of members present and voting at any duly constituted meeting of the membership, or (b) a majority of the members submitting votes in a vote by mail or electronically, shall be sufficient to authorize any act by the membership.

Article IX: Board of Officers Meetings

9.00 *Meetings*

9.01 Quarterly Meetings: The Board of Officers will meet quarterly to discuss any items of the Regional Society Business

9.02 Special Meetings: Special meetings of the Board of Officers may be called by the President, or shall be called by one fourth of the Officers. Special meetings shall be held at such place and time as the President shall determine. Notice of any special meetings of the Board of Officers shall be given at least 5 days previously thereto by written notice delivered personally, or electronically, or sent by mail to each board member at the address as shown by the records of the Regional Society

9.03 Guests: The President may invite guests approved by the Board of Officers to attend meetings of the Board but without a vote.

9.04 Quorum: Majority of the Board of Officers shall constitute a quorum for the transaction of business at any meeting of the Board. In order to ensure that business can be conducted effectively at board meetings. Officers will commit to attending 75% of the called meetings. Inability of an officer to consistently participate in the board meeting will be considered terms for removal from the Board.

9.05 Voting: Each member of the Board of Officers shall have only one vote. No proxy voting shall be valid. Unless a larger proportion of affirmative votes is required by these Bylaws, the affirmative vote of the majority of the Board present and voting at any duly constituted meeting of the Board shall be sufficient to authorize any act by the Board.

9.06 Waiver of Notice: Any officer may waive notice of any meeting. The attendance of an officer at any meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Article X: Compensation

10.00 *Compensation*

10.01 Salary: No Officer shall receive any salary, fee, or other remuneration for

- services rendered as an officer of the Board. 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 Florida's First Coast in specific capacities.
- 10.02 Reimbursement: The Board of Officers 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 Florida's First Coast. This includes but is not limited to traveling to and from meetings.

Article XI: Fiscal Procedures

- 11.00 *Annual Budget*
- 11.01 Funds: The Board of Officers shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of funds for the operation of Florida's First Coast. Funds to meet this budget are to be provided by the members' dues or through other means commensurate with the purposes of Florida's First Coast and the applicable laws and policies.
- 11.02 Contracts: The Board of Officers may authorize any officer to enter any contract or execute and deliver any instrument in the name of and on behalf of Florida's First Coast, and such authority may be general or may be confined to specific instances.
- 11.03 Checks, Drafts, Orders Credit Card: All checks, drafts, orders, credit card Payments, or other evidence of indebtedness issued in the name of Florida's First Coast shall be signed by the Treasurer or in the absence of the Treasurer, by the President or other officer or person of Florida's First Coast as designated by the Board of Officers.
- 11.04 Deposits: All funds of Florida's First Coast shall be deposited from time to time To the credit of Florida's First Coast in such bank, trust companies, or other Depositories as the Board of Officers may select.
- 11.05 Gifts: The Board of Officers may accept on behalf of Florida's First Coast any Contributions, gifts, bequest, or device for any purpose of Florida's First Coast.
- 11.06 Fiscal Year: The fiscal year will end on December 31.
- 11.07 Books and Records: Florida's First Coast shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board upon written request to the Board of Officers. Books and records of Florida's First Coast may be inspected by any member, or the members' agent or attorney for any purpose at any reasonable time.

Article XII: Committees

- 12.00 *Standing Committees*
- 12.01 Florida's First Coast may have the following standing committees: Budget & Finance, Nominations & Elections, and Program.
- 12.02 The Chair and members of any committee shall be elected or appointed, and vacancies filled by a majority vote of the Board of Officers.
- 12.03 Any member thereof may be removed by a majority vote of the Board whenever in

- their judgement the interests of Florida's First Coast shall be served by removal.
- 12.04 Duties of committees shall be specified and approved by the Board of Officers.
- 12.05 Special Committees: Other committees with limited authority may be designated by A resolution adopted by a majority of the Officers 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 Florida's First Coast, and the President of Florida's First Coast shall appoint the members thereof.

Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the interests of Florida's First Coast shall be served by the removal.

Article XIII: Waiver of Notice

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern Florida's First Coast in meeting discussions or greater than 12 participants.

Article V: Indemnification and Insurance

15.00 Indemnification and Insurance

15.01 Indemnification: Florida's First Coast shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an officer of Florida's First Coast as a member of any duly authorized committee of Florida's First Coast, or as an employee of Florida's First Coast, from and against any and all claims and liability, whether the same are settled or proceed to judgement., to which such person shall have become subject by reason or his/her having acted in the capacity or capacities herefore enumerated, or by reason of any action alleged to have been taken or omitted by him/her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him/her in connection with such claim, liability, suit, action, or proceeding; provided, however, that no such person can be indemnified against, or be reimbursed for, any claims, liabilities, costs, or expenses incurred in connection with any claim, or liability, or any threat or prospect of thereof, if he/she did not meet the standards of conduct required by applicable law in order to permit the so to indemnify him/her, or if the claim or liability arose out of the person's:

- a) willful failure to deal fairly with Florida's First Coast or its members in connection with a matter in which the person has material conflict of interest;
- b) Violation of criminal law, unless the person had a reasonable cause to believe his/her conduct was lawful or no reasonable cause to believe his/her conduct was unlawful;
- c) Transaction from which the person derived an improper personal profit Or benefit; or

- d) willful misconduct
- 15.02 Insurance: Florida's First Coast SGNA, Inc. May obtain insurance to protect the officers, committee members, and members the staff and the regional society against liability, in accordance with the policies and procedures of SGNA.

Article XVI: Dissolution

- 16.00 In the event of dissolution of Florida's First Coast, the net assets of the corporation shall be applied and distributed as follow:
 - a) All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof in accordance with applicable law.
 - b) If any assets shall remain after provisions have been complied with these assets shall be distributed to SGNA for application to activities and purposes consistent with those of Florida's First Coast.

Article XVII: Amendment of Bylaws

- 17.00 *Amendment of Bylaws*
- 17.01 Amendment: 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
- 17.011 Amendments these bylaws shall be submitted in writing to SGNA no later than 30 days following the adoption of such amendments. SGNA retains the right to approve such amendments and provide appropriate language (consistent with the approved amendment) before they take effect for the Regional Society. These bylaws must at all times be consistent with the bylaws of SGNA.
- 17.02 Annual Meeting: the bylaws may be amended at any Annual Business Meeting but no amendment shall be voted on and adopted unless:
 - a) Such amendment has been sent, in proposed form, to each voting member at least 30 days prior to the annual meeting; an unless
 - b) Such proposed amendment receives the affirmation vote of two-thirds of the votes cast at the annual meeting.
- 17.03 Between Annual Business Meetings: In the absence of or between annual business meetings, amendments to the bylaws may be submitted to the membership by mail or electronically conducted by the Board of Officers, provided that a period of at least 30 days shall be given between the date the ballots are mailed out or sent electronically and the date fixed for the close of voting thereon. To be adopted, each such amendment must receive the affirmation vote of two-thirds of the members voting by mail or electronically.
- 17.04 By Written Petition: Amendment to the bylaws may be proposed by written signed by at least twenty percent of the then total membership and delivered to the Board not less than 45 days prior to the date of the annual business meeting so that notice hereof may be sent to each member at least 30 days prior to the annual business meeting.

Article XVIII: Applicable Law

In the event of a conflict between terms of these bylaws and the state law applicable to Florida's First Coast the relevant provisions of the applicable state law shall govern.

