

## BYLAWS

### PITTSBURGH , PENNSYLVANIA CHAPTER OF THE AMERICAN ASSOCIATION OF LEGAL NURSE CONSULTANTS

#### ARTICLE I

##### NAME

The name of the chapter will be the "Pittsburgh, Pennsylvania Chapter of the American Association of Legal Nurse Consultants".

#### ARTICLE II

##### PURPOSES

**Section 1.** Purpose. The purpose of the Chapter is to promote the professional advancement of registered nurses practicing in a consulting capacity within the legal arena and to provide a resource for information on matters relating to legal aspects of nursing and health care law, and to perform any and all such other acts that are necessary, convenient and proper to the attainment of these purposes.

**Section 2.** Rules. The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the Chapter, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Chapter, send all remaining funds to the national office of the American Association of Legal Nurse Consulting along with all meeting minutes and financial records.

#### ARTICLE III

##### MEMBERSHIP

**Section 1.** Classes. Membership of the Chapter shall be composed of RN members and non RN members all of whom agree to support the Chapter's purposes and abide by these Bylaws and such other rules and regulations as the Board of Directors may adopt.

- a. RN Membership. RN membership in the Chapter may be granted to any registered nurse who maintains active licensure in the United States or is recognized by the International Council of Nurses as a professional nurse, who practices in, or is interested in the practice of legal nurse consulting RN members may vote, hold office, serve pn committees, and partake of all other benefits of membership as may be determined from time to time by the Board of Directors.  
RN members must hold current membership in the national organization, the American Association of Legal Nurse Consultants.
- b. Non-RN Membership. Non-RN membership in the Chapter may be granted to individuals with an interest in the goals and activities of the Association.

**Section 2.** Application. Any person submitting an application for membership shall be approved for membership under procedures that may be established by the Board of Directors.

- Section 3.** Voting Rights. Each RN Member shall be entitled to vote on all matters coming before the membership. Non-RN Members shall have no voting rights.
- Section 4.** Dues and Assessments. The initial and annual dues for each class of member of the Chapter and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.
- Section 5.** Resignation. Members may resign from the Chapter at any time. The Chapter shall not refund any portion of dues or assessments paid by an individual during the period of their membership in the Chapter.
- Section 6.** Discipline. Any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments shall automatically lose his/her voting rights, and if such ineligibility or default is not corrected within 45 days, his/her membership shall be terminated. In special circumstances, such termination may be delayed by the Board of Directors.

#### **ARTICLE IV**

##### **MEMBERSHIP MEETINGS**

- Section 1.** Annual Meeting. An Annual Meeting of the members for receiving reports, and for such other business as may properly come before the members, shall be held at such day, time and place as may be determined by the Board of Directors.
- Section 2.** Special Meeting. A Special Meeting of the members may be called by the President or by the Board of Directors. In addition, a Special Meeting of the members shall be called upon written application of twenty-five percent (25%) of the RN Members. No business shall be transacted at a Special Meeting except that stated in the notice of such meeting.
- Section 3.** Notice. Notice of the Annual Meeting and any Special Meetings shall state the time, date and place of the meeting and shall be mailed by regular or electronic mail no fewer than **14** days prior to the meeting.
- Section 4.** Quorum. The presence in person or by proxy of ten percent (10%) of the RN Members of the Chapter shall constitute a quorum for the conduct of business at Annual or Special Meetings.
- Section 5.** Manner of Acting. The act of a majority of the members present and eligible to vote at a membership meeting at which a quorum is present shall be the act of the membership, except where otherwise provided by law or by these Bylaws. Any action that may be taken at the Annual or any Special Meeting may be taken by regular or electronic mail ballot if the written ballot of every Active and Associate Member is solicited.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

- Section 1.** Composition and General Powers. The Board of Directors shall comprise the President, President-elect, Secretary, Treasurer, Past President, and three (3) to four (4) directors-at-large dependent on the organization's needs. The Board of Directors which shall have supervision, control and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of these Bylaws; and shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, create such committees and appoint such agents as it may consider necessary.
- Section 2.** Qualifications and Term Of Office of Directors-at-Large. The at-large members of the Board of Directors shall be RN Members of the Chapter for a minimum of one year and shall serve a two-year term of office.
- Section 3.** Election. The President-elect shall be selected by a majority of the Board of Directors from a slate of candidates presented by the Nominating Committee before the Annual Meeting. The Secretary, Treasurer, and Directors-at-Large shall be elected by a majority of a quorum of the RN Members, after nomination by the Nominating Committee. Elections will be held every year by electronic ballot

of the RN Members. Ballots shall be mailed to RN Members at least sixty (60) days before the Annual Meeting.

- Section 4.** Regular Meetings. The Board of Directors may provide, by resolution, the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution.
- Section 5.** Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or three (3) directors, and shall be held only upon 5 days' notice to all Board members.
- Section 6.** Quorum. A majority of the Board of Directors, two (2) of whom are officers, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- Section 7.** Manner of Acting. The act of a majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.
- Section 8.** Vacancies. Any vacancy of a director-at-large position for any reason shall be filled by the Board of Directors. A director selected according to this provision shall serve the unexpired portion of the term until his or her successor has been duly elected and qualified pursuant to the election procedures set forth in Section 3, above.
- Section 9.** Resignation or Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Chapter would be served thereby.
- Section 10.** Telephone Conferences. Members of the Board of Directors, or of any committee designated by the Board of Directors, may take any action permitted or authorized by these Bylaws by means of any conference telephone or similar telecommunications equipment through which all participants in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.
- Section 11.** Electronic Vote. Any action requiring a vote of the Board of Directors may be taken by electronic ballot. The action taken shall be effective upon the unanimous written approval of the Board of Directors and upon filing of the written approvals with the records of the Board of Directors meetings.

## ARTICLE VI

### OFFICERS

- Section 1.** Officers. The officers of the Chapter shall be a President, a President-elect, a Past President, a Secretary, and a Treasurer.
- Section 2.** Qualifications and Terms Of Office. Any RN Member in good standing for more than one year will be eligible for elective office. In addition, the President-elect shall have served on the Board of Directors **within** the last three (3) years. The President-elect, President, and Past President serve one (1) term of one (1) year in each of these offices. The term of office for the Secretary and Treasurer is *two* years, and no one may serve more than two (2) consecutive terms. Each officer shall serve until a successor has been duly elected and qualified. The positions of Secretary and Treasurer will be on the ballot on alternating years.
- Section 3.** Removal. Any officer may be removed by a majority vote of the persons authorized to elect such officers whenever, in their judgment, the best interests of the Chapter would be served thereby. Removal of an officer will be documented in the Board meeting minutes.
- Section 4.** Vacancies. A vacancy of the President's office shall be filled by the President-elect, as set forth in Section 6, below. Any vacancy occurring among the other officers for any reason shall be filled by the Board of Directors. Any officer selected according to this provision shall serve the unexpired portion of the term until his or her successor has been duly elected and qualified pursuant to the election procedures set forth in Section 2, above.

- Section 5.** President. The President shall be the principal executive officer of the Chapter and shall, in general, supervise and control all of the affairs of the Chapter. The President shall preside over all meetings of the Chapter and the Executive Committee. The President shall be a member *ex-officio* of every committee of the Chapter, except the Nominating Committee, and shall serve as Chair of the Executive Committee, with voting rights on Executive Committee matters. The President shall appoint all committee chairs and members, except as otherwise provided in these bylaws.
- Section 6.** President-elect. The President-elect shall become familiar with the duties of President and perform such duties as may be delegated to him/her by the President or the Board of Directors and shall succeed the President at the expiration of the President's term of office. In the event of the absence, inability or refusal to act of the President, the President-elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the President.
- Section 7.** Secretary. The Secretary shall be custodian of records; shall keep or cause to be kept at the principal office of the Chapter a record of all proceedings of the Chapter and of the mailing address of each member; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or Board of Directors.
- Section 8.** Treasurer. The Treasurer shall be the principal financial officer of the Chapter and shall have charge of and be responsible for the maintenance of adequate books of account for the Chapter; shall have charge and custody of all funds and securities of the Chapter, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and shall in general perform all the duties incident to the office of treasurer and such other duties as may be assigned from time to time by the President or Board of Directors.
- Section 9.** Past President. The primary responsibility of the immediate Past President is to serve in an advisory capacity as a voting member of the Board of Directors.

## ARTICLE VII

### COMMITTEES

- Section 1.** Executive Committee. The Executive Committee shall consist of the officers of the Chapter, and shall exercise all powers and authority of the Board of Directors during the periods between meetings of the Board.
- Section 2.** Nominating Committee. The Nominating Committee shall consist of two (2) members of the Board of Directors (Past President and one (1) other Board member), plus one (1) member appointed by the Membership, all of whom shall serve for one year. Members of the Nomination Committee shall not be nominated for office.
- Section 3.** Other Standing Committees. The Chapter shall also maintain any other standing committees as may be determined from time to time by the Board of Directors.
- Section 4.** Special Committees. Special committees may be established as needed from time to time by the Board of Directors. Such special committees shall limit their activities to the purposes for which they were created and shall be dissolved upon the completion of their appointed tasks.
- Section 5.** Committee Membership. Members of committees shall be appointed by the President.
- Section 6.** Term of Office. Each member of a committee shall continue as such until his or her successor has been duly appointed by a new President or elected by the Membership, as the case may be, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- Section 7.** Chair. One member of each committee shall be appointed Chair by the President of the Chapter.

- Section 8.** Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
- Section 9.** Quorum. Unless otherwise provided by resolution of the Executive Committee or of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.
- Section 10.** Minutes. Minutes or action notes of all committee meetings shall be provided to the Secretary of the Chapter.
- Section 11.** Rules. Each committee may adopt rules for its own government consistent with these Bylaws and with rules adopted by the Board of Directors.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1.** Contracts. The Executive Committee may authorize in writing any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.
- Section 2.** Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or the Secretary of the Chapter.
- Section 3.** Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Executive Committee may select.
- Section 4.** Bonding. The Board of Directors may provide for the bonding of such officers of the Chapter as it may from time to time determine.
- Section 5.** Gifts. The Executive Committee may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

## ARTICLE IX

### BOOKS AND RECORDS

- Section 1.** Maintenance. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, Executive Committee, and Committees having any of the authority of the Board of Directors.
- Section 2.** Inspection. All books and records of the Chapter may be inspected by any member at the principal office at any reasonable time.
- Section 3.** Annual Report. Within thirty (30) days of the end of the fiscal year, the Chapter shall provide to the national office and make available to any member upon request a report of
- a. the assets and liabilities of the Chapter as of the end of the fiscal year and the principal changes in assets and liabilities during the year;
  - b. the revenue and expenses of the Chapter during the fiscal year;
  - c. any other information required by the national office.

## ARTICLE X

## **FISCAL YEAR**

The fiscal year of the Chapter shall end on December 31st.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of AALNC's Articles of Organization or the Bylaws of the Chapter, 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 XII**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be amended with the approval of a majority of a quorum of the Active Membership of the Chapter, provided the substance of any such amendment has been approved by a two-thirds (2/3) vote of the Board of Directors and has been circulated to all Active and Associate Members of the Chapter.

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