

BYLAWS

CHAPTER I - MEMBERSHIP

ARTICLE I - MEMBERS

The membership of the Society shall consist of individuals interested in the objectives of the Society. Membership in the Society shall not be transferable to another individual.

A. **ACTIVE MEMBERS.** Active Members shall be registered nurses who are currently engaged in infusion therapy and who are in good standing with the Licensing Agency of the jurisdiction in which the member resides or works. These Active Members:

1. Are engaged in clinical practice, education, research, and administration.
2. Are approved as Active Members by action of the Board of Directors.

B. **ASSOCIATE MEMBERS.** Associate Members shall be defined as all members of the health care field, other than registered nurses, who are interested or involved in the field of infusion therapy. Associate Members shall receive all benefits of the Society, may vote, but shall not be entitled to hold an elected office.

C. **CHARTER MEMBERS.** The charter membership of the Society shall consist of the 16 original members who met and established the Society. Charter Members shall not pay dues but may vote. Charter Members may hold office if otherwise eligible for active membership.

D. **HONORARY MEMBERS.** Honorary Members may be elected from among individuals who are or have been especially interested in and who have made outstanding contributions to the infusion nursing specialty. Any member may submit a name for Honorary Membership. Nomination for Honorary Membership shall be approved by a unanimous vote of Board of Directors. Honorary Members shall receive all benefits of the Society and shall not pay dues. Honorary Members may not vote and may not hold office.

E. **INDUSTRY MEMBERS.** The industrial membership shall consist of individuals from industry whose products and/or services relate to infusion therapy. Industrial Members shall receive all benefits of the Society, but shall not be entitled to vote or hold elected office.

F. **RETIRED MEMBERS.** Retired Members shall consist of any individual who has been an Active Member in good standing for at least five (5) consecutive years and who retires from the active practice of nursing. Retired Members shall receive all benefits of the Society, shall pay reduced dues as established by the Board of Directors, may vote, but shall not be entitled to hold elected office.

ARTICLE II - DUES

Dues for Active, Associate, Industry, and Retired Members shall be determined by the Board of Directors according to the needs of the Society. Dues shall be payable in advance. Charter Members, Honorary Members, and Past Presidents shall not be subject to dues.

ARTICLE III - PERIOD OF MEMBERSHIP

The period of membership shall be one year. Dues are payable and due on the anniversary date of this period. Membership in the Society and the obligation for dues will continue unless a member's resignation received by the Society's headquarters office prior to the year for which dues have been paid or until officially notified that he or she is being removed for nonpayment of dues.

Any member in arrears of dues shall cease to be a member of the Society. Such a member may be reinstated as a member, provided his or her arrears have been paid and/or payment of current membership dues is made.

ARTICLE IV - EXPULSION

Membership in the Society shall be terminated automatically upon revocation or suspension of a member's professional nursing license. Any member may be expelled for illegal or improper professional conduct or for violation of the obligations of the Society's Constitution and Bylaws. No person shall be expelled unless he or she shall have been given due notice of the charges and shall have had an opportunity to be heard by the Board of Directors or, upon his or her request, by a committee appointed by the Board. All charges must be made in writing to the Board of Directors by at least two active members in good standing. The Board shall take such steps as may be necessary and fair to the accused to establish the accuracy of the charges. No person shall be expelled unless he or she shall receive for expulsion two-thirds vote cast at an Executive Session of the Board of Directors. Any member suspended or expelled may be reinstated by the affirmative vote of two-thirds of the members of the Board of Directors or the affirmative vote of two-thirds of the members of the Society. In the event of inconsistent action by the Board of Directors and the members of the Society, the vote of the membership shall be decisive.

CHAPTER II - OFFICERS

ARTICLE I - OFFICERS

The officers shall be a President, President-Elect, Presidential Advisor, and Secretary-Treasurer.

ARTICLE II - DUTIES

The President shall be the principal elected official of the Society and will be so recognized at all Society affairs, programs and activities. He or she shall appoint, with approval of the Board of Directors, the Chair and/or Directors of Committees except for the Chair of the Nominations Committee and shall fill all vacancies except as otherwise provided. He or she shall be an ex-officio member of all Society committees. The President shall be a member of the Board of Directors and shall serve as its Chair. He or she shall prepare an address for presentation at the Annual Convention of the Society during his or her term of office.

The Presidential Advisor of the Society shall be a member of the Board of Directors and shall serve as its Chair in the absence of both the President and President-Elect.

The President-Elect shall perform the duties of the office of the President whenever the President shall be unable to do so. He or she shall be a member of the Board of Directors and shall serve as its Vice Chair. The President-Elect shall prepare an address for presentation at the Annual Convention of the Society at which he or she is to be installed as President.

The Secretary-Treasurer shall be a member of the Board of Directors and shall serve as Secretary of the Board of Directors. He or she shall present a financial statement to the Board of Directors and the members present at the Annual Meeting of the Society.

In addition, the officers of the Society shall perform the duties usually assigned to such officers except as otherwise provided herein.

ARTICLE III - VACANCIES

If the President shall become unable to perform the duties of his or her office, the President-Elect shall succeed to office of the President. He or she also shall continue to serve as President for the subsequent Society year.

If both the President and the President-Elect shall become unable to perform the duties of their offices, the Board of Directors shall appoint a President pro tempore to serve for the remaining portion of the unexpired term. At the next conducted election, nominations shall be presented by the Nominations Committee for the offices of President and President-Elect and an election conducted in accordance with provisions of these Bylaws.

If the President-Elect becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill such vacancy. The Board of Directors shall also determine whether the person appointed is to ascend to the position of

President or is only to serve in the President-Elect position until such time as a duly elected President-Elect is installed. If the Secretary-Treasurer becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill such vacancy until such time as a duly elected Secretary-Treasurer is installed.

If the Presidential Advisor becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill such vacancy.

If the Secretary-Treasurer becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill such vacancy until such time as a duly elected Secretary-Treasurer is installed.

CHAPTER III - BOARD OF DIRECTORS

ARTICLE I - COMPOSITION

The Board of Directors shall consist of the President, Presidential Advisor, President-Elect, Secretary-Treasurer, two At-Large Directors, and a Public Member. The Chief Executive Officer shall be a member ex-officio.

ARTICLE II - ELIGIBILITY

All Directors, except the Public Member, shall be Active Members of the Society and shall be currently engaged in infusion therapy. Charter Members may be members of the Board of Directors providing they meet the above qualifications.

ARTICLE III - ELECTION

The Public Member shall be selected by majority vote of the Board of Directors. For all other positions, the names of candidates, together with a brief review of their professional backgrounds, shall be provided to every voting member of the Society after their nomination. Ballots must be received by an independent third party within 30 days of the date stated on the ballot.

ARTICLE IV - COUNTING OF BALLOTS

Ballots shall be counted by an independent third party selected by the Board of Directors. A majority of ballots received will be the deciding factor in the election of candidates.

ARTICLE V - TERM

The President-Elect shall be elected for a term of one year. The President-Elect shall ascend successively to the office of the President and Presidential Advisor, serving for one year in each position. No President shall be elected as President-Elect at the end of his or her term of Presidential Advisor. The Secretary-Treasurer shall serve a term of two years and may not serve more than two consecutive terms. The Directors-at-Large shall serve terms of two years and may not serve more than two consecutive terms. The Public Member shall serve a term of three years and may not serve more than two consecutive terms.

Except for the office of the President, all other elected persons may serve a maximum of four (4) consecutive years on the Board of Directors. A person serving as the Public Member may serve a maximum of six (6) consecutive years on the Board. Directors' terms shall commence upon installation during the Annual Convention of the Society, except for the Public Member, whose term commencement shall be as determined by the Board of Directors. Neither of these limits may be extended for any person by virtue of being elected to a different position on the Board.

ARTICLE VI - VACANCIES

If a position on the Board of Directors shall become vacant, such office may be filled by the Board of Directors, except as otherwise provided in these Bylaws.

ARTICLE VII - MEETINGS

The Board of Directors shall meet prior to the Annual Convention of the Society and at such other times as it may determine, or at the call of the Chair, or upon application, in writing, of any three members of the Board of Directors.

ARTICLE VIII - QUORUM

A majority of the Board of Directors shall constitute a quorum.

ARTICLE IX - RESPONSIBILITIES

The Board of Directors shall oversee the management of the affairs of the Society.

ARTICLE X - REMOVAL

Any Director may be removed from office, if after due and proper hearing, he or she is found guilty by the Board of Directors of neglect of duty, illegal or improper professional conduct, and violation of these Bylaws. Removal of a Director shall require a two-thirds vote of the entire Board, not including the Director sought to be removed.

ARTICLE XI - COMPENSATION

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation thereof.

ARTICLE XII - INFORMAL ACTION BY DIRECTORS

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is submitted by all of the Directors.

ARTICLE XIII - CHIEF EXECUTIVE OFFICER

SECTION 1 - EMPLOYMENT

The Board of Directors shall employ an administrator, who shall have the title of Chief Executive Officer. He or she may either be a salaried employee, or an independent contractor retained on an annual-fee basis. The terms and conditions of his or her employment shall be specified by the Board.

SECTION 2 - SELECTION

The Chief Executive Officer shall be selected by a joint committee composed of two (2) Society Board members, in addition to two (2) members of the Board of Directors of the Infusion Nurses Certification Corporation. This committee shall act by unanimous vote.

SECTION 3 - DUTIES

The Chief Executive Officer shall be the top staff executive of the Society. He or she shall manage and direct its business office and all of its business functions and activities.

The Chief Executive Officer shall be a nonvoting, ex-officio member of the Board of Directors and of all Society committees.

He or she shall be responsible to the Board and otherwise perform the following duties:

1. Serve as executive and administrative head of this Society.
2. Serve as liaison between the Board of Directors and Committees.
3. Direct the activities of the Society in keeping with policies established by the Board of Directors in order that the objectives of the Society can be achieved effectively, economically and in a professional manner.

He or she shall also assume all such duties as any other officer may be required to perform, but which under the provisions of these Bylaws may be delegated to the Chief Executive Officer.

SECTION 4 - REMOVAL

The Chief Executive Officer may be removed by a joint committee of the Society and INCC, as further described in Section 2. A majority vote of the entire committee is required for removal of the Chief Executive Officer. Removal shall be without prejudice to his or her contract rights, if any.

CHAPTER IV - COMMITTEES

ARTICLE I - COMMITTEES OF DIRECTORS

The Board of Directors may designate and appoint one (1) or more committees, each of which may consist of one (1) or more Directors, which committees, to the extent provided by the Board, shall have and exercise the authority of the Board of Directors in the management of the Society; provided, however, that no such committee shall have the authority of the Board of Directors in matters exclusively reserved to the Board by applicable law.

ARTICLE II - OTHER COMMITTEES

Nominations Committee. The Chair of the Nominations Committee shall be the immediate past Presidential Advisor. The duty of the Nominations Committee shall be to nominate the candidates for the office of President-Elect, Secretary-Treasurer and Directors-at-Large, and to present the nominations to the Board of Directors for approval.

The Board of Directors will designate any other committees it deems appropriate, to report directly to the Board of Directors, except as otherwise provided for in the Bylaws.

ARTICLE III - DUTIES

Each committee shall have a Director or Chair. All committees report to the Board of Directors. All resolutions, recommendations, reports, actions, and procedures shall be approved by the Board of Directors. General policy of the Society shall govern committees.

CHAPTER V- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

ARTICLE I - CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Society, 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 Society, and such authority may be general or confined to specific instances.

ARTICLE II – FISCAL MATTERS.

The Board of Directors will ensure the adoption of policies and procedures that promote the financial integrity of the Society.

CHAPTER VI - AFFILIATED LOCAL CHAPTERS

ARTICLE I - RESPONSIBILITIES

The Board of Directors may authorize the affiliation of Local Chapters consistent with the following rules.

Affiliated Local Chapters shall foster the objectives of the Infusion Nurses Society. They shall promote established standards for infusion nursing at the local level. Members of the Affiliated Local Chapter shall strive to implement the professional policies of the Society among themselves and in the institutions which they serve.

Affiliated Local Chapters are privileged to adopt officially professional policies of the Infusion Nurses Society.

Affiliated Local Chapters may have the privilege of using the name and logo of the Infusion Nurses Society in accordance with guidelines established by the Board of Directors.

Affiliated Local Chapters may not adopt, publicize, promote, or otherwise convey any policy or principle in the name of the Infusion Nurses Society that has not been officially adopted by the Society. Acts of Affiliated Local Chapters shall in no way commit or bind the Society.

ARTICLE II - REQUIREMENTS FOR AFFILIATION

A Chapter must consist of at least five (5) members of the Society. All Chapter members must be Society members.

The Chapter shall submit annually to the Society a list of officers and membership and the Chapter's Tax Identification Number. Chapter officers must be elected by the Chapter membership. Subsequent changes in officers shall be forwarded to the Society's headquarters office.

The Constitution and Bylaws shall be approved by the Board of Directors of the Society. Any subsequent change in the Constitution and Bylaws must be approved by the Board of Directors of the Society.

The formal application for affiliation shall be initiated by the President and Secretary of the Chapter and directed to the Society's headquarters office, which will submit such applications to the Board of Directors of the Society for approval.

ARTICLE III - MEMBERSHIP

Membership in the Affiliated Local Chapter shall be limited to members of the Society.

ARTICLE IV - DUES

Dues in Affiliated Local Chapters may be set at the discretion of the Board of Directors of the Chapter.

ARTICLE V - REPORTS

A list of current officers and members shall be sent to the Society's headquarters office annually.

ARTICLE VI - DISSOLUTION

Affiliated Local Chapters failing to comply with the Bylaws and standing rules of this Society may be dissolved by the majority vote of the Board of Directors of the Society. Such action shall be taken after written notice of the proposed action pointing out the alleged violation.

ARTICLE VII - DEBTS

The Society shall not be liable for any debts of any Affiliated Local Chapter unless such debt is authorized by the Board of Directors of the Society.

CHAPTER VII - MEETINGS

ARTICLE I - ANNUAL REPORTING

At least annually a report shall be provided to the membership on the fiscal and operational status of the Society.

ARTICLE II - MEETINGS

The Society may hold membership meetings as necessary for the transaction of any business that is required by law or these Bylaws to be approved by the membership. At any such meeting, members may vote by proxy pursuant to procedures established by the Board of Directors. Alternatively, membership approval may be secured through alternative means as authorized by the Board of Directors and as allowed by law and these Bylaws.

CHAPTER VIII - PUBLICATIONS

ARTICLE I - OFFICIAL PUBLICATION

The *Journal of Infusion Nursing* shall be the official publication of the Society. Original manuscripts shall be submitted to the Editor of the *Journal*. Manuscripts may be released on the approval of the Editor of the *Journal*.

ARTICLE II - EDITOR

The Editor of the *Journal of Infusion Nursing* shall be appointed by the Chief Executive Officer and approved by the Board of Directors of the Society.

ARTICLE III - OTHER PUBLICATIONS

The Board of Directors of the Society may authorize the issuance of other publications.

CHAPTER IX - AFFILIATION

This Society may be affiliated with other health care organizations when such an affiliation is of benefit to the practice of infusion nursing and the health care of the nation.

CHAPTER X - BOOKS AND RECORDS

The Society shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and Committees and shall also keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member or his or her agent or attorney for any proper purpose after reasonable notice to the Chief Executive Officer in writing.

CHAPTER XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Society, 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.

CHAPTER XII - DISSOLUTION OF THE SOCIETY

The Board of Directors, acting by two-thirds vote of the entire Board, may submit to the members of the Society a resolution to dissolve the Society. The vote of the members shall be by ballot, and a majority of the votes cast must be in favor of dissolution for the resolution to be adopted.

CHAPTER XIII - RULES OF ORDER

All Society business shall be governed by the latest edition of *Robert's Rules of Order* when they are not in conflict with the Constitution and Bylaws of the Infusion Nurses Society.

CHAPTER XIV - AMENDMENTS

Every proposition to alter or amend these Bylaws shall be submitted in writing to the Board of Directors. In order to be effective, an amendment must be approved by two-thirds vote of the entire Board of Directors and by a majority vote of the members, such vote to be conducted as determined by the Board of Directors and consistent with applicable law.

(revised August 2012)