

# SOUTHERN NURSING RESEARCH SOCIETY

## BYLAWS

### ARTICLE I

#### Name and Region

##### Section 1.

This organization shall be named the Southern Nursing Research Society (SNRS), hereafter referred to as the Society. The Society encourages participation of all eligible individuals regardless of race, color, age, gender, sexual orientation, political or religious belief, ableness, marital status, or national origin for purposes of membership, recognition, and leadership.

##### Section 2.

The Society region is comprised of the following states: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, and West Virginia.

##### Section 3.

The Society is a not-for-profit organization and operated under the 501(c)(3) federal tax code.

### ARTICLE II

#### Purpose

The purpose of the Southern Nursing Research Society is to advance nursing research in the Society region.

### ARTICLE III

#### Functions

The functions of the Society are to:

- A. Promote the conduct and dissemination of research and translation of findings to practice;
- B. Facilitate the recognition and growth of members as nurse scientists;
- C. Foster communication, connection, and collaboration among members;
- D. Promote the image of nursing as a scientific discipline; and
- E. Advance SNRS as a model of organizational excellence.

### ARTICLE IV

#### Membership

##### Section 1.

Definitions of membership categories

- A. **Regular members** are registered professional nurses interested and/or engaged in nursing research.
- B. **Associate members** are non-nurses interested and/or engaged in nursing research.

- C. **Student members** are those residing or studying in the Society region who are in a program leading to the first professional or higher degree in nursing.
- D. **Retired members** are individuals who have been members of the Society and have retired from professional employment.
- E. **Institutional members** are colleges or universities or health care entities within the region that are interested in promoting nursing research. Five identified nurse members of the institution will be granted regular member status.
- F. **Corporate members** include any commercial entities with an interest in promoting or supporting nursing research within the region. One person from the corporation will be granted associate member status.

## **Section 2.**

### Individual member benefits

- A. Voting Privileges. Each regular member, whether joining independently or named as an institutional or corporate representative, each student member and each retired member shall be entitled to one vote.
- B. Holding office. Each regular member, whether joining independently or named as an institutional representative, shall be entitled to hold elected office.
- C. Committee membership. All Society members are eligible to participate as a member of Society committees.
- D. Awards. All Society members, except current board members, are eligible to be nominated for research recognition awards or to apply for Society sponsored research grants.
- E. Other benefits. The Board shall determine other benefits of membership and regularly communicates these to the membership.

## **Section 3.**

### Institutional and corporate member benefits.

- A. Special advertising opportunities and rates on the web site and in conference materials.
- B. Advance opportunities related to conference meeting sponsorships and other conference-related events.

## ARTICLE V

### **Dues**

#### **Section 1.**

The dues structure and timing of dues increases for the Society shall be established by the Governing Board.

#### **Section 2.**

Annual dues shall be payable to the Society in accordance with policies and procedures established by the Board and communicated to the membership.

#### **Section 3.**

Delinquency of more than 45 days in the payment of dues shall constitute forfeiture of membership and privileges thereof.

## ARTICLE VI Governance

### **Section 1. Officers**

The elected officers of the Society shall be a President, President-Elect, Vice President, and Secretary/Treasurer. The elected Officers shall be members of the Governing Board and comprise the Executive Council of the Society.

### **Section 2. Directors-at-Large.**

There shall be six elected Directors-at-Large who shall be members of the Governing Board.

### **Section 3. Terms of Office.**

- A. The terms of the President, Vice-President, Secretary/Treasurer and Directors-at-Large shall be for two years or until a successor is elected. The President-Elect shall serve a two-year term immediately preceding the assumption of the presidency. The same person then assumes a two-year term as President.
  - 1. The President-Elect, Secretary/Treasurer and three Directors-at-Large shall take office in the even years.
  - 2. The Vice-President and three Directors-at-Large shall take office in the odd years.
- B. Terms of the Governing Board members shall begin at the close of the Annual Business Meeting that follows the election.
- C. President, President-Elect, Vice-President, Secretary/Treasurer, or Directors-at-Large shall serve no more than two consecutive terms in any one office.
- D. Service in an office for a portion of a term greater than one-half shall constitute a term.

### **Section 4. Vacancies.**

- A. In the event of a vacancy in the Office of the President, the President-Elect shall serve as President.
- B. Vacancies in all other positions on the Board shall be filled through appointment by the Governing Board.

### **Section 5. Duties.**

Members of the Governing Board shall perform the duties prescribed by these Bylaws and the parliamentary authority of the Society.

- A. All members of the Governing Board are responsible for:
  - 1. Maintaining his or her membership in the Society.
  - 2. Attending Board meetings
  - 3. Submitting annual and monthly reports in a timely manner
  - 4. Implementing all SNRS policies and procedures.
  - 5. Orienting successors to the role.

6. Delivering all records that are the responsibility of each office to the Executive Director.
- B. The duties of the president shall be to:
1. Serve as Chair of the Governing Board, Executive Council, and Annual Meeting;
  2. Ensure that the strategic plan is current and guides actions of the Governing Board;
  3. Open and adjourn meetings of the Society;
  4. Prepare annual meeting agenda with consultation from the Governing Board and announce the order of business;
  5. Ascertain the presence of a quorum at meetings;
  6. Facilitate the progress of meetings;
  7. Prepare and make reports to the members of action taken between meetings of the general membership;
  8. Represent the Society;
  9. Establish contracts for required management services, as approved by the Board;
  10. Serve ex-officio as a member of all committees with the exception of the Succession Planning and Nominations Committee; and,
  11. Inform candidates of election results.
- C. The duties of the President-Elect shall be to:
1. Prepare to assume responsibilities of President;
  2. Conduct meetings in the absence of the president
  3. Monitor and oversee process of revising Strategic Plan; and
  4. Special projects as assigned by the President and Board.
  5. Serve as liaison to the Succession Planning and Nominations Committee
- D. The duties of the Vice President shall be to:
1. Provide oversight for the Annual Meeting according to established policies and procedures;
  2. Serve as Vice-President of the Governing Board and Executive Council; and
  3. Perform other duties as assigned.
- E. The duties of the Secretary/Treasurer shall be to:
1. Serve as Secretary/Treasurer of the Governing Board and Executive Council;
  2. Ensure that proceedings of meetings of the Society, Governing Board, and Executive Council are accurately recorded;
  3. Ensure that designated files of Society reports, membership lists, Bylaws, minutes and other documents and their amendments are maintained according to policy and procedure;

4. Review of the Bylaws on a periodic basis and monitor revision as needed.
5. Review and monitor revision of the Policies and Procedures manual.
6. Archive documents of historical importance for the Society according to policy and procedure;
7. Ensure the timely preparation and submission of an annual budget to the Governing Board in consultation with the Executive Director;
8. Monitor the collection and dispersion of all funds of the Society in accordance with established policies and procedures;
9. Provide updates on the Society's financial status to the Governing Board and membership of the Society;
10. Ensure that financial records of the Society are prepared and maintained for review, audit, or other needs as required.
11. Administer discretionary and reserve funds as directed by the Board and in accordance with policy and procedures.

## ARTICLE VII Nominations

### **Section 1.** Nomination Process.

The Succession Planning and Nominations Committee shall solicit eligible and qualified candidates for the Society Officers of:

- A. Governing Board, and
- B. Succession Planning and Nominations Committee

### **Section 2.** Eligibility of Nominees for all elected positions.

All regular members of the Society who have been a member in good standing for a minimum of two years are eligible to be nominated for all elected positions, including Officer, Director-At-Large and Succession Planning and Nominations Committee positions.

### **Section 3.** Preparation of a Slate.

- A. The Succession Planning and Nominations Committee shall solicit eligible members willing to serve on the Governing Board and Succession Planning and Nominations Committee and notifying them of their selection to appear on the ballot. All nominees must provide consent to appear on the ballot.
- B. The Succession Planning and Nominations Committee will prepare a slate of eligible and qualified nominees for each office to be filled.

### **Section 4.** Presentation of the Slate.

The slate of nominees prepared by the Succession Planning and Nominations Committee and accompanying nominee qualifications shall be presented for ratification to the Governing Board in sufficient time that the slate can be distributed to members for voting prior to the Annual Meeting of the Society.

## ARTICLE VIII Elections

### **Section 1.**

Elections shall be by electronic ballot. Before the ballot is posted and access made available, voting eligibility shall be confirmed from records on file of regular members of the Society. Elections shall be held so that the results can be tabulated no less than 30 days before the Annual Business Meeting.

### **Section 2. Vote Tabulation.**

- A. The Governing Board in coordination with the Succession Planning and Nominations Committee shall determine the procedures to be followed for tabulating and reporting the votes.
- B. A report of the election results will be made to the President with a copy to the Executive Office. This report shall be submitted within 10 business days of the close of the election and no later than 30 days before the Annual Meeting.

### **Section 3.**

A majority vote for any office shall constitute an election. In case of a tie, the office holder shall be decided by lot.

### **Section 4.**

All ballots and other records pertaining to the election shall be preserved until the next Annual Business Meeting of the Society, at which time they shall be destroyed.

## **ARTICLE IX**

### **Meetings**

#### **Section 1.**

The Annual Business Meeting of the Society shall be held in conjunction with the Annual Research Conference.

#### **Section 2. Special Meetings.**

- A. Special meetings of the Society may be called by a majority of the Governing Board (5 members) or by 10% of the regular members.
- B. Notice of special meetings shall be sent to members 30 days prior to the meeting.

#### **Section 3. Quorum.**

- A. For meetings of the Society, 10% of the regular members shall constitute a quorum.
- B. Five members of the Governing Board, one of whom shall be the President or President-Elect, shall constitute a quorum for transaction of business at any meeting of the Society or the Governing Board.

## **ARTICLE X**

### **Governing Board**

#### **Section 1. Composition.**

The Governing Board shall consist of the Executive Council and all duly elected or appointed Directors-at-Large of the Society.

**Section 2. Executive Council.**

- A. The Executive Council is composed of the elected officers of the Society.
- B. The Executive Council provides administrative leadership for all activities of the Society, and shall assume such duties as specified in these Bylaws and other duties as may be assigned by the membership.

**Section 3. Duties of the Governing Board.**

The duties of the Governing Board shall be to:

- A. Establish and coordinate the goals, priorities, activities, and future direction of the Society;
- B. Establish the major administrative policies governing affairs of the Society;
- C. Review and approve policies and procedures proposed by members of the Governing Board and other appointed, elected or existing units of the Society.
- D. Transact the business of the Society;
- E. Oversee the activities of the management company;
- F. Oversee the finances of the Society;
- G. Authorize payment of legitimate expenses for and the auditing of funds of the Society;
- H. Appoint Society committees based on recommendations of Committee Chairs and Board liaisons;
- I. Establish and dissolve special committees and task forces based on goals and objectives set in the strategic plan;
- J. Act on recommendations from committee, task forces , and Research Interest Groups regarding Society business for which they have responsibility;
- K. Maintain records of the Governing Board's actions and report to the membership at regular intervals and yearly, at the Annual Business Meeting;
- L. Fill vacancies in offices of the Governing Board, with the exception of the President, and on the committees of the working groups of the Society;
- M. Make policy decisions regarding the Annual Meeting;
- N. Determine the date and place of any special meeting of the Society or Board.

**Section 4. Meetings.**

The Governing Board shall meet at least once a year in addition to the time of the Annual Research Conference.

**Section 5. Inability to fulfill duties.**

Absence without good cause from two consecutive meetings of the Governing Board, or consistent inability to meet responsibilities as described in the Bylaws and policies and procedures shall constitute a resignation.

ARTICLE XI  
**SNRS Official Journal**

**Section 1. Official Journal**

The Board will designate an official journal devoted to advancing the mission of the Society. The publisher will carry a statement that the Journal is the official publication of the SNRS on each issue and the Society will promote the Journal as such.

ARTICLE XII  
**Standing Committees**

**Section 1. Names**

The Standing Committees of the Society shall be the:

- A. Bylaws and Policy/Procedure Committee;
- B. Finance Committee;
- C. Succession Planning and Nominations Committee;
- D. Program Committee;
- E. Communications Committee;
- F. Awards Committee;
- G. Membership Committee;
- H. Grants Committee; and
- I. Development Committee.

**Section 2. Appointments.**

Committees shall be appointed at the discretion of the Governing Board.

**Section 3. Quorum.**

A majority of the members of a Committee shall constitute a quorum for a meeting.

**Section 4. Absence.**

Absence without good cause from two consecutive Committee meetings shall constitute a resignation.

ARTICLE XIII  
**Research Sections**

**Section 1. Organizational Units within the Society.**

The organizational structure of the Society shall include units called Research Interest Groups (RIGS).

**Section 2. Organization of RIGs.**

Each Research Interest Group shall designate a chairperson and co-chairperson to convene the group for special and annual meetings. In the event of the chairperson's resignation, the co-chairperson will become chair. A Governing Board Director-at-Large will serve as a liaison to the Research Interest Groups Chairs and Co-chairs.

**Section 3. Functions of Research Interest Groups**

Activities of the Research Interest Groups will be determined by the RIGs and in accordance with established policies and procedures.



ARTICLE XIV  
**Fiscal Year**

The fiscal year of the Society shall be from January 1 through December 31.

ARTICLE XV  
**Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern meetings of the Society in all cases to which they are applicable, in which they are not inconsistent with these Bylaws, and any special rules of order the Society may adopt.

ARTICLE XVI  
**Amendment of Bylaws**

**Section 1.**

The Bylaws may be amended in two ways:

- A. At any annual meeting by two-thirds of the voting members present, or
- B. By ballot distributed to the membership by plurality of votes cast.

**Section 2.**

Proposed amendments shall be in possession of the Governing Board at least two months in advance of the vote. All proposed amendments shall be distributed to the members at least 30 days in advance of the vote.

ARTICLE XVII  
**Compliance with Internal Revenue Code**

Notwithstanding any other provision of these Bylaws, the operations, activities, and powers of the Society shall be limited to those permitted by (i) an organization described in 26 U.S.C. Section 501 (c) (3) and 509 (a) (1), (2) or (3); and (ii) an organization's contributions which are deductible under the provisions of 26 U.S.C. Section 170, 2055, 2106, and 2522.

Notwithstanding any other provision of these Bylaws, no expenditures shall be made in any matter or for any purpose whatsoever (i) which may jeopardize the status of the Society as an organization under Sections 501 (c) (3) and 509 (a) (3) of the Internal Revenue Code, and Section 12-7-330 (3) of the South Carolina Code of laws (1976) and the regulations hereunder; or (ii) which may jeopardize the status of contributions or payments by any person insofar as concerns deductions which are allowed under provisions of Sections 170, 2055, 2106, and 2522 of the Internal Revenue Code and the regulations thereunder.

Should the Society be or become a private foundation under provisions of 26 U.S.C. 509, it shall distribute income for each taxable year at such time and in such manner as not to incur a tax on undistributed income imposed by Section 4942 and related sections of the Internal Revenue Code and the regulation thereunder.

Should the foundation be or become a private foundation under the provisions of 26 U.S.C. 509, it shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code and the regulations thereunder; not retain any excess business holdings as defined in Section 4843 (c) of the Internal Revenue Code and the regulations thereunder; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal

Revenue Code and the regulations thereunder; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code and the regulations thereunder.

#### ARTICLE XVIII

##### **Dissolution**

The Society may be dissolved and its business affairs terminated at any given meeting of the membership at which a quorum is present and of which proper notice is given, if two-thirds (2/3) of the members present vote in favor of dissolution. Such notice shall state the purpose of the meeting. A certificate stating such facts shall be filed with the Secretary of State. Upon dissolution of the Society and after all its debts and expenses have been paid, all its assets which may be legally distributed in conformity with these Bylaws and for the purposes and functions set forth in Article II and III supra. Any remaining funds shall be distributed to the American Nurses' Foundation, provided the aforementioned entity is operating in a tax-exempt status at the time of distribution. In the event that the aforementioned entity is not operating in a tax-exempt status at the time of distribution, then all residual assets of the Society will be turned over for the purpose of grant funding only to one or more organizations which themselves are exempt organizations as described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government, or as exclusive public purpose.

#### ARTICLE XIX

##### **Indemnification and Liability**

The Corporation shall indemnify its officers, directors, agents, and employees to the extent required by the laws of the State of Florida. To the extent allowed by law, no member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Society, nor shall any of the members, officers, agents, or employees be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.