

**International Transplant Nurses Society
Louisiana Chapter
Bylaws**

Article I - NAME

Section 1: The name of this professional organization shall be the Louisiana Chapter of the International Transplant Nurses Society (LA ITNS).

Section 2: The Chapter shall be incorporated as a not-for-profit corporation under the laws of the State of Louisiana. The principal address of LA ITNS shall be as follows:

P.O. Box 7681

Metairie, LA 70010 – 7861

Section 3: Mission Statement:

The Louisiana Chapter of the International Transplant Nurses Society is committed to the promotion of excellence in clinical transplant nursing through the provision of educational and professional growth opportunities, interdisciplinary networking, collaborative activities, and nursing research.

Article II – GOALS

- a. To provide a network for the communication among professional nurses and other healthcare professionals with a focus and commitment to transplantation
- b. To provide a means of continuing education for professional nurses and other healthcare professionals with a focus in transplant nursing
- c. To examine new trends in all types of transplant as it effects patient care and the clinical and functional role of the nurse and other healthcare professionals.
- d. To promote and support research in the field of transplantation.
- e. To present the results of scientific investigation among nursing and other healthcare professionals.
- f. To foster an awareness of ongoing ethical considerations in the areas of procurement, donations, and recipient selection.
- g. To do all else that is necessary and proper for the accomplishment of the proper and lawful purposes and objectives of the society.
- h. To maintain fiscal responsibility and establish stability in order to support the objectives of the Chapter.

Article III – MEMBERSHIP

Section 1: The LA Chapter of ITNS shall have three member categories: Active, Associate, and Lifetime. No person shall be denied membership because of national origin, political affiliation, sexual orientation or religious belief.

Section 2: Qualifications and Privileges:

A. Active member

1. Any person who is licensed to practice as a registered nurse or any other licensed healthcare professional involved in transplantation.
2. Entitled to vote and serve on committee.
3. Shall have all benefits of membership.

B. Associate member

1. Non-licensed professional involved in transplantation or full time student enrolled in an accredited professional healthcare program
2. Shall have all benefits of membership except they shall not be entitled to vote or hold office.

C. Lifetime member

1. Any active member who has rendered distinguished service to area of transplantation and this Society and Chapter. Elected by a unanimous vote, by the Board of Directors.
2. Entitled to vote, hold office, and serve on committee
3. Shall have all benefits of membership.

D. Other Categories

1. The Board shall have the power to create additional categories of membership.

Section 3: Application of Membership: Members of the La. Chapter must be a member and in good standing with the International Transplant Nurses Society. Any individual eligible for membership under these bylaws may become a member upon completion of the application and payment of dues.

Section 4: Duration of Membership and Resignation – Membership in this Chapter is voluntary, and any member may, by giving written notice of such intention, terminate, by voluntary withdrawal. All rights, privileges, and interest of a member in or to the society shall cease on termination of membership. No dues shall be refunded and upon resignation the member shall pay or be responsible for all outstanding dues and special assessments.

Section 5: Dues –

A. Amount: the Board of Directors shall determine the annual dues for each member category of the chapter.

B. Failure to Pay: Members who fail to pay their dues within the first quarter from December of the previous year shall be notified in writing by the Board of Directors. If payment is not made by the next quarterly chapter meeting, no further written notification will be given. Therefore members will forfeit all rights and privileges of membership; provided that the board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership upon request of a member and for good causes.

Section 6: Membership Meetings

A. Annual Meeting: There shall be a meeting of the Chapter, at a time to be determined by the Board of Directors, for the election of officers, for receiving the annual reports, and the transaction of other business. Notice of such meeting and the agenda for such meeting shall be approved by the President and sent to each member at least two weeks before the time appointed for the meeting.

B. Regular Meetings: The Board of Directors will plan Chapter meetings on a regular basis.

C. Special: The Board of Directors may call special meetings for the Chapter for any reason. Notice of a special meeting shall be sent to each member at least two weeks in advance, with a statement of the time, place, and subject to be considered.

D. Quorum: Members present shall constitute a quorum.

Section 7: Voting: Voting by active members on all items of business may be conducted either by mail ballot, email, signed fax, or by vote at any chapter meeting of members.

Article IV- BOARD OF DIRECTORS

Board members must be a registered nurses and ITNS member for 1 year both locally and nationally to hold office.

Section 1: Responsibilities – The Board of Directors shall have supervision, control and direction of the affairs of the chapter, shall determine its policies or changes therein within the limits of the bylaws, shall actively execute its purposes, and shall have discretion in the disbursement of the funds. It may adopt such resolutions, policies and procedures for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers of the powers granted, appoint such agents as it may consider necessary.

Section 2: Members – Composition, Powers and Qualifications - The Board of Directors will be composed of the elected officers including the President, President-Elect, President-Emeritus, Secretary, Treasurer and at least two Directors. Nominees must be an active member for one year prior to assuming office.

Section 3: Election and Voting – A list of candidates for each office and ballots shall be provided to each voting member no less than thirty days prior to the date of the annual meeting. Ballots must be received no later than fourteen days prior to the annual meeting. The Secretary and one designated Director will count ballots. Those elected will be notified within seven days of counting of the ballots. Announcement of the elections to the general membership shall occur at the annual meeting.

Section 4: Term – The President, President-Elect, President-Emeritus shall hold office for a term of one year or until their successors have been elected and qualified. The Secretary, Treasurer, and Directors shall both hold office for a term of two years or until their successors have been elected and qualified. Board members shall be elected for a term of two years except for the President Emeritus who shall serve as a member of the Board during his/her term of office. Secretary and one Director terms of office shall begin on alternate years from Treasurer and other Directors. No board member shall be elected to the same office for more than two consecutive terms. Board members are obligated to fulfill the entire term of their elected position.

Section 5: Vacancies

A. In the event a vacancy occurs in the office of President, the President – Elect shall assume the duties of President.

B. Vacancies in any office may be filled for the balance of the term thereof by appointment of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 6: Meetings and Notice

A. Meeting: Regular meetings of the Board of Directors shall be held immediately before or after the annual membership meetings and no less frequently than biannually. In consultation with the Board of Directors, the President shall determine the time, date, and location of regular meetings.

The President or any two other board members may call special meetings of the Board.

1. In the event that action needs to be taken without a meeting, the Board of Directors may be consulted individually. Discussion and resolution of the action may be done by appropriate means of communication (verbal, written, electronic).

B. Notice: Notice of all meetings of the Board of Directors with the agenda enclosed, shall be sent by mail or other mode of transmittal to each member (or nominated members) of the Board at the last recorded address at least ten days in advance of such meeting.

Section 7: Quorum – A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. Board members may not vote by proxy.

Section 8: Absence – Any member of the Board of Directors unable to attend a meeting shall notify the President as to the reason for the absence. If a Board member is absent from one meeting for reasons, which the Board has failed to declare to be sufficient, a written letter of warning of intent to remove from office upon the next infraction, shall be issued to the Board member by the President. If a Board member is absent from two consecutive meetings for reasons that the Board has failed to declare to be sufficient, a resignation shall be deemed to have been tendered, and accepted.

Section 9: Compensation – Board members as such shall not receive any compensation for their services, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may describe procedures for approval and payment of such expenses by the Board of Directors.

Section 10: Resignation – Board members may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or if no time is specified, at the time of the acceptance thereof as determined by the President.

Section 11: Removal – At a special meeting of the Board of Directors, any Board member whose actions are called into question, may be removed by a majority vote of the

Board. A Board member may also be removed from office during a special meeting of the Chapter's membership, upon a majority vote of the voting members in person or by proxy.

ARTICLE V- OFFICERS

Section 1: Elections – The elective officers of the Chapter shall be a President, President-elect, Secretary and Treasurer

A. Elections and Voting: A list of candidates for each office and ballots shall be provided to each voting member no less than thirty days prior to the date of the annual meeting. Ballots must be received postmarked no later than seven days prior to the annual meeting. The Secretary and one designated director will count ballots. Election results will remain unknown until announced at the annual meeting. In the event of a tie the Board of Directors will conduct a secret ballot prior to the annual meeting. All ballots shall be retained for thirty days after the election.

B. Voting: Voting by members on all items of business other than elections may be conducted either by mail ballot or special meeting of the members, as determined by the Board of Directors. Ballots shall be mailed to each active member with the notice of the annual or special meetings of members.

Section 2: Term – Each elective officer shall take office immediately and shall serve for a proscribed term and until his successor is duly elected and qualified.

Section 3: Vacancies – Vacancies in any office shall be filled for the balance of the term thereof by the Directors at any regular or special meeting of the Board.

Section 4: President – The president shall serve for a term of one year, shall be principal elected officer of the organization, shall preside at the meetings of the chapter and of the Board of Directors, and shall be a member ex officio, without the right to vote, of all committees except the nominating committee. The President shall serve for one year as President Emeritus. The president shall have the power to negotiate, enter into and execute contracts, agreements, and leases, instruments of indebtedness and instruments of investment for and in the name of the Chapter pursuant to the approval of the Board of Directors. S/he will also, at the annual meeting of the chapter and at such other times as s/he will deem proper, communicate to the Chapter and the Board of Directors such matters and make such suggestions as may in his/ her opinion tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.

Section 5: President –Elect – The president-elect shall be elected yearly and shall serve a term of one year. The President elect shall succeed the President. The President elect may be delegated by the president to perform his/her duties, in the event of his/ her temporary

disability or absence from meetings, and shall have such other duties as the President or the Board may assign.

Section 6: Secretary – The secretary shall prepare or cause to be prepared minutes of all meetings of the Chapter and distribute copies to the Officers and Board of Directors. The secretary shall maintain a file and keep the President informed of all correspondence. The Secretary shall inform all the members of the Board of Directors; and members of the Chapter of meetings in accordance with the bylaws. The secretary shall perform all other duties as assigned by the President.

Section 7: Treasurer – The Treasurer shall supervise the maintenance of all financial business and submit to the Board of Directors upon request, an account of all transactions and the financial transactions of the Chapter. The Treasurer shall submit an annual financial report to the Board of Directors for the fiscal year and perform all other duties as designated by the President.

Section 8: Resignation and Removal – The provisions of Article IV, Section 9 and 10 regarding the resignation and removal of Directors shall apply to the resignation and removal of officers.

ARTICLE VI- COMMITTEES

Section 1: Standing, Ad Hoc, and Subcommittees – The Board of Directors shall annually appoint such standing, ad hoc, or subcommittees and their chairman as may be required by the bylaws or as the Board of Directors may find necessary.

Section 2: Nominating Committee – The President Emeritus shall serve as chair of the nominating committee. The committee shall present a slate of nominees for election to office to the Board of Directors.

Section 3: Education Committee - The committee shall be co-chaired by the President, President-Elect and the President Emeritus. The education co-chairs are responsible for the abstract review process and will appoint individuals from the membership to participate in a blind review process of submitted abstracts. Committee membership shall be comprised of voting members of the Chapter, appointed or elected to the committee and approved by the Board.

Section 4: The President shall appoint Committee Membership – The Chairperson of each standing committee. A member of the Board of Directors shall be designated as a liaison to all committee chaired by a non-director. Committee members shall be comprised of voting members appointed or elected to the committee and approved by the Board of Directors.

Section 5: Term of Office for Chairperson – The chairperson shall serve until the next installment of officers and directors until a successor is appointed or elected.

Section 6: Committee Meetings – Each committee shall meet as often as is necessary to perform its duties at such time and places as directed by its chairperson or the Board of Directors. A majority of the members of the committee shall constitute a quorum in the event of a committee vote.

ARTICLE VII- FISCAL YEAR - The fiscal year shall commence on the first day of January and shall end on the last day of December.

ARTICLE VIII- INDEMNIFICATION - The Chapter may, by resolution of the Board of Directors, provide for indemnification by the Chapter of any and all of its Directors or Officers or former Directors or Officers against expenses actually necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or party, by reason of having been Directors or Officers of the Chapter, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Indemnification shall also not be allowed in matters that are settled by agreement based on the existence of such liability for negligence or misconduct.

ARTICLE IX- PARLIAMENTARY AUTHORITY - All meetings of the Chapter shall be conducted according to the parliamentary law set forth in Robert's Rules of Order.

ARTICLE X- AMENDMENTS - These bylaws may be amended at the annual meeting, or at any special meetings duly called for the purpose of amending the bylaws. By a majority vote of those present and voting, or by mail ballot, supervised and counted at the meeting, provided notice of the proposed amendment has been sent to the members at least thirty days prior to the meeting.

Section 1: Procedure to Amend - Amendments shall be submitted in writing carrying the proponent's signature to the Board of Directors for review at least thirty days prior to a quarterly meeting.

Section 2: Effective Date – Amendments which have been approved by a majority vote of the members voting shall become effective at the conclusion of a quarterly meeting at which the results were presented.

ARTICLE XI- DISSOLUTION - The Chapter shall use its funds only to accomplish the objectives and purposes specified in by these bylaws, and no part of said funds shall inure to the benefit of or be distributed to, the members of the Chapter. On dissolution of the

Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Revised by Board of Directors January 07, 2004
Revised by Board of Directors November 20, 2003
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Revised by Board of Directors March 12, 2010