

PENNSYLVANIA DEVELOPMENTAL DISABILITIES NURSES NETWORK

ORGANIZATION BY LAWS

Article I – Name

Section 1

This voluntary, non-political, non-profit organization, incorporated within the Commonwealth of Pennsylvania, shall be known as **Pennsylvania Developmental Disabilities Nurses Network**, and may be known by its acronym, **PADDNN**.

Article II – Purpose

Section 1

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

No part of the earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose of this non-profit tax exempt corporation shall be:

- A. To help promote standards for the enhancement of nursing practice in the field of developmental disabilities;
- B. To serve as a resource for sharing emerging practices in developmental disabilities nursing practice and to share information and views that fosters the growth of the profession;

- C. To serve as a statewide liaison to other professional or advocacy organizations that directly or indirectly involves the field of developmental disabilities/developmental disabilities nursing;
- D. To sponsor quality educational programs oriented toward an advanced scope of quality practice in developmental disabilities nursing;
- E. To promote and support developmental disabilities nursing certification that would require continuing education and certification renewal.

Article III – Membership

Section 1

- A. Membership:
 - i. Regular membership shall be open to registered, licensed retired and nurses upon payment of annual dues.
 - ii. Associate memberships shall include student nurses and other allied health professionals upon payment of annual dues.
- B. Application for membership shall include payment of the annual dues.
- C. Regular membership entitles a member to hold office, serve as chairperson or member of any committee, participate in organization meetings, and to have a single vote for each person to be elected as a director or officer. Associate members are precluded from holding office, serve as chairperson or member of any committee, participate in organization meetings, and to have a single vote for each person to be elected as a director or officer
- D. Any member may be suspended, expelled, or disaffiliated from PADDNN by a majority vote of the Board of Directors of PADDNN. Grounds for such action shall include unprofessional conduct and /or violation of the PADDNN code of ethics.
- E. Membership in the PADDNN shall be unrestricted by consideration of nationality, religion, race, creed, color, sexual orientation or disability.
- F. The bi-laws will be made available to all members.

Section 2

The Board of Directors at an annual meeting in March will establish dues.

Article IV – Board of Directors

Section 1

- A. The PADDNN Board of Directors shall address the regular business of the association at meetings and by other various means of communication, such as, but not limited to phone, mail, electronic mail, facsimile transmission, or telecommunications.
- B. The Board of Directors shall consist of the elected Officers to include any former PADDNN officer and not more than five (5) additional directors. The duties of the Board of Directors shall include:
 - C. Making policy decisions concerning the PADDNN;
 - D. Approval of the annual budget;
 - E. Approval, modification of, disapproval of reports, resolutions, or actions of the officers or committees

Section 2

- A. The PADDNN Board of Directors shall meet in person at least twice per year. A quorum of at least 3 Board of Directors must be present to conduct PADDNN business. Board members shall each have one vote, and a majority shall decide the matters before the board.
- B. In order to conserve travel and telephone costs, single-issue matters may be determined by presentation to, and voting by, the Board of Directors by mail, electronic mail, or facsimile.
- C. An officer may be removed for cause. “Cause” shall include, without limitation, failure to perform the duties of his/her office, failure without excuse to attend meetings, or acting in such a way as to injure the PADDNN’s reputation or hamper its work.
- D. An officer may resign by giving a minimum of thirty days written notice during which time they may complete all outstanding duties of the office to which they were elected.
- E. In the event of a vacancy, the unexpired term of an officer will be filled by an appointment of the Board of Directors.

Article V - Officers

Section 1

- A. These shall be the following elected officers:
 - i. President
 - ii. 1st Vice President
 - iii. 2nd Vice President
 - iv. Secretary
 - v. Treasurer
- B. Refer to formal job descriptions for detailed list of responsibilities for Board of
 - i. Directors.
- C. These elected officers shall serve as members of the Board of Directors for the association with the President being Chairman of the Board of Directors.
- D. An elected officer may hold two positions, such as Secretary/Treasurer, or Vice President/Treasurer, or Vice President/Secretary. The President may only hold the office of President during the term of his/her office.

Section 2

- A. An elected officer's term of office shall be as stated in Article 6, Section 1A. Maximum tenure shall be 6 consecutive years in any given office unless no qualified candidate wishes to be nominated for that office.
- B. Qualified nominees shall be a member of PADDNN for a period not less than two years prior to nomination. Upon acceptance of a position of PADDNN officer must be a member of DDNA.
- C. All officers will be available to be contacted during business daytime hours.

Section 3

- A. An officer who does not fulfill the responsibilities of that office may be relieved of office by a majority vote of the Board of Directors. The President with the approval of the Board of Directors may appoint a replacement.
- B. The Board of Directors shall, by a majority vote, appoint a replacement for the President, if that position shall be unfilled or the duly elected president is not available to complete his/her term of office.

Section 4

- A. Officers of PADDNN are not and shall not be personally liable to the corporation or its members for monetary damages for conduct as an officer to the fullest extent allowed by law, including but not limited to the provisions of the Commonwealth of Pennsylvania Regulations covering Not for Profit Entities, and similar laws and regulations covering corporations within the Commonwealth of Pennsylvania.
- B. PADDNN shall indemnify an individual, made a party to a proceeding, because the individual is or was an officer, against liability incurred in the proceeding, to the fullest extent allowed by law.

Article VI - Elections

Section 1

Terms of office for directors shall be for two years, and elections will be held every two years for those offices to be filled. A Director may be re-elected to 2 additional two-year terms. No director shall hold such position for more than 6 consecutive years unless no qualified candidate is available to fill that director's position. An individual may be re-elected as a director after a hiatus of one year's absence from the Board of Directors.

Section 2

- A. A bi-annual election of Officers shall be by ballot. Only regular members who have paid annual dues, a minimum of eight weeks prior to the election, are eligible to vote.
- B. The Board of Directors shall direct the distribution, via US mail, fax or email, of biographical information regarding candidates for election and an official ballot to each regular member at least four weeks prior to the election. Ballots must be returned by mail, email, and fax to the Board Secretary who shall oversee with the President the count of all approved ballots and present the results to the membership.

Article VII - Meetings

Section 1

There will be four general membership meetings per year. PADDNN's annual conference may serve as one of its annual meetings. Notification of the place, date, and time of the meeting shall be provided to all members in advance of the meeting.

Section 2

The Board of Directors shall meet at least twice annually. These meetings will be held prior to the general membership meetings.

Article VIII - Finances

Section 1

- A. Fiscal year: The fiscal year of the PADDNN shall be July 1 through June 30.
- B. Dues: the Board of Directors shall establish dues for PADDNN. Members shall forfeit all membership rights by non-payment of dues. Annual membership is from January 1 to December 31 of each year.
- C. Signatures: Checks, drafts, notes, and other documents of a fiscal nature may be signed by the President, Treasurer, and/or other such persons, as the Board of Directors may designate. All checks over \$1000.00 must have two officer's signatures placed thereon.
- D. Receipt of membership dues will be accounted for by treasurer and secretary. Maintenance and oversight of account of the checking account will be the joint responsibility of treasurer and president or president designee

Article IX - Amendments

Section 1

- A. The Board of Directors may, by a majority vote, have the authority to amend the bylaws. Any change to the bylaws must be provided to the membership.
- B. All changes shall be made available to the membership as a matter of general information.

Article X - Duties of Officers

Section 1

The president shall:

- A. Preside at the meeting of the Board of Directors and the general membership meeting, as well as any special meeting that may be called by the Board of Directors
- B. Appoint heads of all committees with the majority approval of the Board of Directors.
- C. Make interim appointments as needed with the majority approval of the Board of Directors.
- D. Sign all contracts with the majority approval of the Board of Directors.
- E. Serve as ex-officio Member of all committees.

Section 2

- A. The First Vice President shall perform the duties of the President if absent, and other duties as assigned by the President
- B. The Second Vice President shall perform duties as assigned by the President.

Section 3

- A. The Secretary shall ensure that the minutes are recorded of all proceedings of the Board of Directors, the annual meetings, and special meeting was called by the Board of Directors, or members. In addition, the Secretary shall perform duties that are assigned.

Section 4

The Treasurer shall perform the duties of the financial officer of the association, including, but not limited to: payment of expenses, preparation of financial reports, filing of necessary state, federal and local tax returns, custodial care of the checking account(s), and will report directly to the PADDNN Board of Directors. In addition, the Treasurer shall perform duties as assigned.

Article XI - Offices

Section 1

The legal address of PADDNN is 316 Violet Lane, Wynnewood , Pa 19096. The PADDNN may from time to time utilize alternative addresses to conduct organizational business.

Article XII - Termination of Activities

Section 1

- A. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.
- B. If the Organization terminates its activities, it shall provide that the final tax returns, and various state charitable organization reports are promptly filed and any fees outstanding paid as of the date of termination.
- C. If the Organization terminates its activities, it shall ensure that all fiscal records are properly maintained for a period of seven years following termination to permit regulatory agencies to audit or review such records if necessary.
- D. The President, Secretary, or Treasurer shall be identified as the person responsible for maintaining the historical records of the organization and the person to contact for review of such records.