

Dermatology Nurses' Association (DNA) Bylaws

Article I Name

The name of this organization is Dermatology Nurses' Association ("DNA" or the "Association"), which is a not for profit corporation incorporated under the laws of the State of New Jersey.

Article II Purpose

The purposes of DNA as stated in its Certificate of Incorporation are to develop and foster the highest standards of dermatology nursing care, enhance professional growth through education and research, facilitate communication through members, and promote interdisciplinary collaboration. In addition, the purposes of DNA also include developing the Dermatology Nursing Standards of Clinical Nursing Practice, providing a forum for learning and sharing, serving as a resource for dermatology nursing information for other health care professionals, and functioning as a support system for members.

Article III Objectives

In addition to the purposes stated above, DNA endeavors to support the philosophy and purpose of the association through the objectives adopted by the Board of Directors as Policy from time to time.

Article IV - Membership and Dues

Section A: Classification of Membership. There shall be six (6) classes of membership in the association.

Section B: Nurse Member. A nurse member shall be a licensed, registered, practical or vocational nurse involved or interested in the dermatology nursing care of patients. The privileges of nurse membership shall include the right to vote in national meetings and elections, to hold office, to serve as chairpersons of committees and to submit nominations for office.

Section C: Associate Member. An associate member shall be an individual active in the health care field, other than a licensed, registered, practical or vocational nurse involved or interested in the dermatology nursing care of patients. Associate members shall receive all benefits of DNA except the right to vote, hold office, or serve as a chairperson of a standing committee at the national level.

Section D: Senior Member. Members who have reached the age of 65 with a minimum of three years prior to membership are eligible for senior membership. Previous membership privileges will continue but no dues will be assessed.

Section E: Honorary Member. Honorary members shall be those individuals not eligible for membership in any other classification, but who have contributed to the specialty of dermatology nursing. Said members shall be chosen by a majority vote of the Board of Directors. Honorary members shall receive all benefits of DNA except the right to vote, hold office, serve as chairpersons of a standing committee, or make nominations. No dues will be assessed.

Section F: Lifetime Membership. All past presidents of the DNA, after their term as president expires, shall receive lifetime membership in the DNA. In addition, the Board of Directors may bestow lifetime membership upon any deserving member who has been a member for 25 consecutive years. Lifetime members shall receive all the benefits of DNA membership according to their classification of membership. No dues will be assessed.

Section G: Corporate Member. Corporate members shall be individuals or organizations interested in supporting the purposes of DNA by contributing financial support. Corporate membership does not confer voting privileges or active participation in DNA activities. Corporate members will serve in an advisory capacity to the Board of Directors.

Section H: Dues. Dues shall be reviewed annually and established by majority vote of the Board of Directors.

Section I: Termination of Membership. A member may be terminated or other disciplinary action taken for good cause upon the majority vote of the Board of Directors, with the member being afforded notice of the charges and an opportunity to provide written comments to the Board in response to the allegations.

Article V Board of Directors

A. Composition

1. The Board of Directors shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and three Directors.

B. Authority

1. The Board of Directors shall supervise and manage the activities of the DNA in accordance with the Bylaws, Policy and directives of the membership, and may delegate management of the day to day operations to the Executive Director.
2. Voting rights of the Board of Directors shall be one vote per member.

C. Duties

1. The President shall be the principle elected officer of DNA and shall be responsible to the Board of Directors. The President shall preside at all business meetings of the Board of Directors and the members, appoint Chairpersons of all Committees and Task Forces except as otherwise provided in the Bylaws and subject to approval of the Board, serve as the official representative of DNA and oversee all business of DNA as set forth in the Bylaws. The President shall serve a one-year term.
2. The President-Elect shall assume the duties of the President in the President's absence. The President-Elect shall perform duties as delegated by the Board of Directors. The President-Elect shall observe the functions of the organization and work closely with the President on existing and future projects. The President-Elect shall serve a one-year term and subsequently serve as President the following year.
3. The Secretary shall be responsible for maintenance of the records of DNA proceedings. The Secretary shall perform additional duties as delegated by the Board of Directors. The Secretary shall serve for two years.
4. The Treasurer shall be responsible for oversight of the financial activity of DNA and shall supervise the annual financial review. The Treasurer shall serve for two years.
5. The outgoing President shall subsequently serve a one-year term as Immediate Past President. The Immediate Past President shall serve as an advisor to the Board of Directors with voting privileges.
6. Directors shall develop, execute and oversee organizational goals. Directors shall serve a two-year term.

D. Eligibility

1. Members of the Board of Directors must be nurse members of the DNA.

E. Meetings

1. At least two regular meetings of the Board of Directors shall be held each year, one of which will occur in conjunction with the Annual Convention. Special meetings of the Board of Directors may be called by the President or upon written request of greater than 50% of the members of the Board of Directors. Board members must be given not less than two weeks written or electronic notice of all meetings. A simple majority of members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. Board members who are absent from two consecutive meetings without written notice shall be removed from the Board of Directors, unless otherwise excused by the Board.

F. Vacancy

1. Board of Director vacancies shall be filled by the President with the approval of the Board of Directors. A vacancy of the President's office shall be filled by the President-Elect for the completion of the term. The President-Elect shall then serve the full term of President the following year. A Vice President, pro-tempore, shall be appointed from the Board by the Board of Directors to fill the President-Elect vacancy until the next regular election.

Article VI Committees

- A. The Board of Directors may establish and dissolve Committees and Task Forces as needed to accomplish the purposes of DNA. Committees and Task Forces serve under the direction of the Board of Directors, report to the Board of Directors and function in an advisory capacity to the Board of Directors. Chairpersons shall be appointed by the President, except as otherwise provided in the Bylaws, with the approval of the Board of Directors and shall serve a one-year term. Chairpersons of Committees must be nurse members of the DNA.
- B. Guidelines for Committees shall be established in Policy by the Board of Directors.

Article VII Elections

- A. Election of President-Elect, Secretary, Treasurer, Directors, and Nominating Committee members shall be by mail or electronic Ballot of all nurse members.
- B. The President-Elect must have served on the Board of Directors (presently or in the past) as a requirement to run for this position.
- C. Based on vacancy: one or two Director(s), a Secretary or Treasurer, a President-Elect, and two Nominating Committee members shall be elected every year.
- D. The Nominating Committee shall prepare a slate of at least one (1) candidate for each elected office, etc.
- E. Directors, Secretary, and Treasurer may serve two consecutive terms in the same capacity.
- F. Ballots and candidate information shall be sent by mail or electronic means to the nurse membership prior to the Annual Convention.
- G. Ballots shall be verified and counted as follows:
 - a. Hardcopy ballots will be counted by a non-DNA staff member at DNA's management company and verified via a second count by a DNA staff member.
 - b. Electronic ballots will be tabulated automatically via the online tally system and verified by a DNA staff member.Ballots will be retained by the management company until two months after the close of the election.

- H. The candidate receiving a simple majority shall be elected. In the event of a tie vote, the position shall be decided by lot. If there are more than two candidates for any position, a plurality vote shall prevail

Article VIII Local Chapters

- A. Local chapters shall exist for the purpose of furthering the objectives and purposes of the DNA by a local organization of members who reside within a given geographic area.
- B. Membership of local chapters shall be composed exclusively of the members of the Association as defined in these Bylaws.
- C. The Board of Directors may grant charters for local chapters of DNA upon review of the application form and Chapter Bylaws to assure they are not in conflict with National Bylaws and Policies. Incorporation shall occur only with the written consent of the Board of Directors.
- D. Failure of a local chapter to comply with and conduct itself consistent with the Bylaws and Policies of DNA or to otherwise engage in activity deemed injurious to the interest of DNA shall be cause for suspension or disbandment by the Board of Directors. Such action shall require a vote of the Board, which shall occur within ninety (90) days notice to the local chapter of its conduct serving as the basis for action. Upon receipt of such notice, the local chapter shall have the opportunity to provide written comments to the Board in response to the allegations.

Article IX Annual or Special Meeting of Members

- A. The DNA shall hold an Annual Convention, which will include an educational program and a general business meeting that shall be the annual meeting of members. The Board of Directors may also call a special meeting of members when considered advisable.
- B. Written notification of the time and place of the annual or a special meeting of members shall be provided to the membership not less than thirty (30) days prior to the meeting.
- C. Five (5) percent of the nurse membership present at the Annual Convention shall constitute a quorum for an annual or special meeting. Items of business shall be passed by simple majority vote, unless otherwise stipulated in the Bylaws or by applicable law. Proxy voting is permitted in accordance with applicable law.

Article X General Provisions

- A. Headquarters
 - 1. The Board of Directors shall establish a national headquarters office, shall contract for necessary services, and shall appoint an Executive Director to manage the day to day operations of DNA.
- B. Fiscal Year
 - 1. The fiscal year of the DNA shall be established by the Board of Directors.
- C. Parliamentary Authority
 - 1. *Robert's Rules of Order Newly Revised* and as may be amended, shall govern the conduct of DNA business in all cases in which it is applicable and not in conflict with the Constitution, Bylaws, Policies, or other rules of this Association.

D. Amendments

1. The Bylaws may be amended at an annual or special meeting of members by a positive vote of 2/3 of the nurse members voting in person or by proxy. In addition, the Bylaws may be amended by mail or electronic Ballot by a positive vote of 2/3 of the nurse members returning Ballots, provided that at least a majority of all nurse members vote in favor of the action in accordance with applicable law. The voting process will follow the same rules that apply to the election of officers, except that amendments to the Bylaws shall be first approved by the Board of Directors and may be proposed independently of the election.

E. Records

1. Nurse members of the Association shall have inspection rights and rights to copy Association records as are permitted by law and these Bylaws. Policy and procedure shall determine records deemed confidential which shall not be subject to disclosure.
2. The Association shall keep at its principal place of business a copy of the Articles of Incorporation and Bylaws as amended to date which shall be open to inspection by the members at reasonable times during usual business hours.
3. The Association shall keep the Minutes of all open Association meetings and the accounting books and records at the principal place of business of the Association. These records shall be open to inspection on written request of any nurse member at any reasonable time during usual business hours for a specified purpose reasonably related to the member's interests as a member. Policy and procedure shall determine those portions of meetings or minutes thereof which shall be deemed confidential and not available for inspection by general membership.

F. Insurance and Reimbursement of Expenses

1. The Board of Directors shall provide, at the expense of the Association, liability insurance to cover officers, Directors, Committee members, employees, volunteers or agents as the Board deems advisable.
2. The Board of Directors of the Association may be reimbursed for expenses as outlined in the Dermatology Nurses Association Policy and allocated in the Annual Operating Budget.

G. Dissolution

1. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for purposes of the Association in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify, as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of by a court having jurisdiction over such matters in the place in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

H. Indemnification

1. The Association shall indemnify officers, Directors, Committee members, employees, volunteers or agents to the fullest extent permitted by law.

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