

Association of Rehabilitation Nurses

VIRGINIA (VARN) CHAPTER BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of this organization shall be the Virginia Chapter of the Association of Rehabilitation Nurses (“ARN” or the “Association”), a not for profit organization incorporated in the state of Illinois (the “Chapter”).

Section 2. Location. The Chapter zip code boundary range(s) shall be 22000-24699.

ARTICLE II

PURPOSE

It shall be the purpose of the Chapter to represent and promote the objectives of ARN within its boundaries.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications. Membership in the Chapter may be granted to any Association member who resides or works in the geographic area encompassed by the Chapter or who requests to be a member of the Chapter.

Section 2. Application for Membership. All applicants for membership in the Chapter shall complete and sign an application and submit the application to the Association.

Section 3. Voting Membership. Only those members entitled to vote under the Association's bylaws shall be eligible to vote in the Chapter (“Voting Members”).

Section 4. Resignation. Members may resign from the Chapter at any time by filing a written resignation with the Secretary of the Chapter, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore incurred and unpaid.

Section 5. Termination. Membership in the Chapter shall be terminated whenever membership in the Association is terminated. A Chapter membership may also be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule or practice of the Chapter. Expulsion shall be by two-thirds vote of the entire membership of the Chapter Board of Directors, provided that a statement of the charges shall have been mailed by certified or overnight mail to the last recorded address of the member and he or she has been given a reasonable opportunity to defend against the charges; such member, if removed, may appeal the decision of the board to the Annual Meeting of the Chapter, provided that a notice of intent to appeal is given to the President at least thirty (30) days in advance of the meeting. In addition, the membership of any member who becomes ineligible for membership or who shall be ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Chapter Board of Directors.

ARTICLE IV

DUES AND ASSESSMENTS

The Chapter shall advise its members that Chapter dues shall be paid directly to ARN. The initial and annual dues for each member of the Chapter shall be determined by the chapter. Time for paying such dues and other assessments, if any, shall be determined ARN.

ARTICLE V

MEETINGS OF MEMBERS AND VOTING

Section 1. Regular Meetings. At least four Regular Meetings of the members shall be held annually at such day, time and place as may be determined by the Chapter Board of Directors. One of these meetings shall be the annual business meeting of the members for receiving reports, and for such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the Chapter Board of Directors at any time; or shall be called by the President upon receipt of a written request by twenty-five percent (25%) of the Voting Members (stating the purposes of the proposed meeting), within thirty (30) days after the filing of such request with the Secretary. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meetings. Notice of any meeting of the members shall state the time, date and place of the meeting and shall be given not less than thirty (30) days or more than sixty (60) days prior to the date of such meeting.

Section 4. Quorum. The presence of one-tenth of the Voting Members shall constitute a quorum at any meeting of the members.

Section 5. Voting. At all meetings of the Chapter, each Voting Member shall have one vote. All questions, except as otherwise provided by law or by these bylaws, shall be decided by the vote of a majority of the members entitled to vote and voting thereon provided that a quorum is present.

Section 6. Telecommunications Conferences. Voting Members may take any action permitted or authorized by these bylaws pursuant to a meeting conducted using a conference telephone or similar telecommunications equipment through which all persons participating can communicate with one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7. Mail Vote. Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called (i) by the Chapter Board of Directors; or (ii) upon written request to the Secretary of at least twenty-five percent (25%) of the Voting Members. The act of a majority of ten percent (10%) or more Voting Members returning ballots by a date certain shall be an act of the members.

Section 8. Rules of Order. The meetings and procedures of the Chapter shall be regulated and controlled according to Robert's Rules of Order Newly Revised, except as may be otherwise provided by these bylaws.

Section 9. Reports to Association. The Chapter shall provide the Association with written reports of its actions as requested by the Association from time to time.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Chapter shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be determined from time to time by the Chapter Board of Directors.

Section 2. Election and Term of Office. The elective officers shall be elected by the membership for a two-year term. No member may hold more than one (1) elective office of the Chapter simultaneously. The elective officers shall be elected at the annual meeting of the membership nearest the expiration of their term of office and shall serve until their successors have been duly elected and qualified. The term of office shall begin on July 1.

Section 3. Vacancies and Removal. A vacancy in any elective office because of death, resignation, removal, disqualification or otherwise, may be filled by the Chapter Board of Directors for the unexpired portion of the term.

ARTICLE VII

DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter. The President shall preside at all meetings of the Chapter Board of Directors and shall be the chairman of the Board. The President may sign, with the Treasurer or any other proper officer of the Chapter authorized by the Chapter Board of Directors, any deeds, mortgages, contracts or other instruments which the Chapter Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Board of Directors or by these bylaws or by statute to some other officer or agent of the Chapter; shall supply the Association with such written reports as requested by the Association's Board of Directors; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Chapter Board of Directors.

Section 2. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors.

Section 3. Secretary. The Secretary shall keep the minutes of the meetings of the Chapter Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records; be responsible for membership applications and renewals; and shall perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the President or Chapter Board of Directors.

Section 4. Treasurer. The Treasurer shall be responsible for all funds and securities of the Chapter; receive receipts for monies due and payable to the Chapter from any source whatsoever and deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Chapter Board of Directors.

ARTICLE VIII

CHAPTER BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Chapter shall be managed by the Chapter Board of Directors, which shall have supervision, control, and direction of the affairs of the Chapter; shall actively promote its objectives and have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable so long as they are not inconsistent with any rules adopted by the Association and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition and Tenure. The Chapter Board of Directors shall be comprised of the President, Vice President, Secretary and Treasurer and two directors elected for two year term(s) by the membership. Each director shall hold office until his or her successor is duly elected and takes office. The term of office shall begin on July 1.

Section 3. Meetings of the Board. The Chapter Board of Directors may provide by resolution the time, date, and place for the holding of a regular annual meeting and additional regular meetings of the Board without other notice than such resolution. Special meetings of the Chapter Board of Directors may be called by or at the request of the President or any three directors by notice mailed, delivered electronically, or telephoned to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

Section 4. Quorum of the Board. A majority of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5. Voting. At all meetings of the Chapter Board of Directors, each director shall have one vote and may vote in person only.

Section 6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors, except as otherwise provided by these bylaws.

Section 7. Action by Written Consent. Any action which is required by law or these bylaws to be taken at a meeting of the Chapter Board, or any other action which may be taken at a meeting of the Chapter Board, may be taken without a meeting if consent in writing, setting forth the action taken, shall be approved by all the directors. Any such consent shall have the same force and effect as a unanimous vote of directors at a duly called and constituted meeting of the Chapter Board.

Section 8. Vacancies and Removal. Any vacancy occurring in the Chapter Board of Directors for any reason shall be filled by a majority vote of the remaining directors, and the individual selected shall fill the position for the unexpired portion of the term. Any director may be removed by a two-thirds vote of Voting Members present and voting at a meeting thereof, whenever in their judgment the best interests of ARN or the Chapter would be served by such removal.

Section 9. Resignation. Any director may resign at any time by giving written notice to the President.

Section 10. Reports to Association. The Chapter Board of Directors shall provide the Association with written reports of its actions as requested by the Association from time to time

ARTICLE IX

COMMITTEES

Section 1. Board Committees. The Chapter Board of Directors, by resolution adopted by a majority of directors may designate one or more committees, each of which shall consist of a majority of directors and no fewer than two (2) directors, which, to the extent provided in said resolution, shall have and exercise the authority of the Chapter Board of Directors in the management of the Chapter; however, the delegation of authority to such committees shall not operate to relieve the Chapter Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Nominating Committee. The Chapter Board of Directors, by resolution adopted by a majority of the directors in office, may designate a Nominating Committee, which shall consist of a minimum of four (4) Voting Members, at least two (2) of whom shall be directors. The Nominating Committee shall be responsible for reviewing candidates for elective officers and directors of the Chapter and shall make recommendations concerning such candidates to the membership.

Section 3. Other Committees. Other committees not having and exercising the authority of the Chapter Board of Directors in the management of the Chapter may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the Chapter and the President shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Chapter shall be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Chapter Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointment.

Section 6. Quorum. Unless otherwise provided in the resolution of the Chapter Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Chapter Board of Directors.

ARTICLE X

FINANCE

Section 1. Fiscal Period. The fiscal period of the Chapter shall be January 1 through December 31.

Section 2. Contracts. The Chapter Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Chapter Board of Directors. In the absence of such determination by the Chapter Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the Chapter.

Section 4. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as may be selected by any one or more officers or agents of the Chapter to whom such power may from time to time be delegated by the Chapter Board of Directors

Section 5. Bonding. The Chapter Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine necessary.

ARTICLE XI

BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Chapter Board of Directors.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or bylaws of the Chapter, 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.

ARTICLE XIII

INDEMNIFICATION

The Chapter shall indemnify all past and present officers, directors, committee members, and other volunteers of the Chapter acting within the scope of their authority to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Chapter Board of Directors.

ARTICLE XIV

AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Voting Members at any meeting thereof; provided, that no such amendment of these bylaws may be made without first obtaining the express written consent of the ARN Board of Directors.

ARTICLE XV

REVOCATION OF CHARTER

The Charter of the Chapter may be revoked by the Board of Directors of the Association at any time and in such a manner and after such investigation as the Board of Directors may deem necessary.

ARTICLE XVI

DISSOLUTION

In the case of dissolution of the Chapter, all funds and records of the Chapter shall be returned to the Association.

ARTICLE XVII

USE OF ELECTRONIC COMMUNICATIONS

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

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