



SOCIETY OF UROLOGIC NURSES AND ASSOCIATES BYLAWS

(as amended, August 16, 2022)

ARTICLE I. Name

Section 1. Name. The name of this organization is the Society of Urologic Nurses and Associates, Inc., a non-profit organization hereinafter referred to as SUNA.

ARTICLE II. Mission and Vision

Section 1. Revisions. Revisions to the Mission and Vision are determined by the SUNA Board of Directors based on the current trends and needs of the association.

ARTICLE III. Membership and Dues

Section 1. Membership. Membership in SUNA is a privilege and is contingent on compliance with requirements as specified in these bylaws.

Section 2. Membership Categories. Membership categories in SUNA are active, sustaining, senior, honorary and student nurse.

- A. Active Members. Any health care professional who has completed an approved course of instruction or its equivalent, or who has special skills or knowledge related to urology is eligible for active membership.
- B. Sustaining Members. Physicians, industry representatives, and those others who wish to support SUNA are eligible for sustaining membership.
- C. Senior Members. Upon request of members who have reached age 65, any active SUNA member in good standing for five years may request senior membership. Upon renewal of the membership, senior classification must be requested, and proof of age submitted.
- C. Honorary Members. Persons who have rendered distinguished or valuable service to SUNA as designated by the Board of Directors may be awarded honorary membership.
- E. Student Nurses. Full time nursing students may apply for membership. Proof of full-time enrollment status must be provided.

Section 3. Representation.

- A. Active Members. Active members are eligible to vote and serve on elected or appointed committees and task forces. Active members who meet the prerequisites set forth in the SUNA policy are eligible to hold office.
- B. Sustaining Members. Sustaining members have all the rights and privileges of active members except those of holding office, chairing a committee, and voting.
- C. Senior Members. Senior members shall have all the rights and privileges of active members.
- D. Honorary Members. Honorary members shall have the same rights and privileges of their previously held membership status.
- E. Student Nurses. Student nurses shall have all the rights and privileges of Active members except those of holding office, chairing a committee, and voting.

Section 4. Ethical Standards. SUNA has established the following ethical standards:

- By a two-thirds ballot vote, the Board of Directors may censure or expel a member or cause, provided the member has been afforded the opportunity to defend himself/herself at a hearing before the Board of Directors.
- A member suspended or expelled may be reinstated by a majority vote of the Board of Directors, making application as a new member, and paying current dues and assessments.
- By a two-thirds ballot vote, the Board of Directors may censure or expel an officer or Director-at-Large for violating the bylaws of the association, misconduct or neglect of duty in office, or behavior injurious to the association. No actions shall be taken until the individual has been advised of specific charges, given a reasonable time to prepare a response and been afforded the opportunity of a hearing before the Board of Directors.
- Officers or Directors-at-Large expelled from their respective positions shall be ineligible to serve on the Board of Directors at any future time.

Section 5. Dues and Fees. Annual dues are established by the Board of Directors based on the needs of the association. Chapter fees are determined by each chapter.

Section 6. Delinquency and Reinstatement. Any member whose dues are not received within 30 days of the end of the renewal month is removed from the membership roster and all privileges of SUNA are withdrawn. Reinstatement is affected by application as a new member and payment of current dues.

ARTICLE IV. Officers and Directors

Section 1. Officers and Directors. The national officers of SUNA are President, President-Elect, Secretary, Treasurer, and Immediate Past President and Directors-at-Large.

Section 2. Election of Officers and Directors. The Nominating Committee will submit a slate of candidates for each office. Prior consent of each nominee must be obtained and their willingness to serve secured. At least 30 days prior to the closing date established by the Board of Directors, each member in good standing at that time will be sent instructions for voting online.

The Board of Directors shall determine the manner in which the election shall be conducted. Only active, senior, and honorary members shall be entitled to vote in the election of directors and officers. The candidate receiving the greatest number of votes shall be elected. In case of a tie vote, the tie shall be broken by secret ballots cast by all members of the Board of Directors as constituted prior to the election.

In the event of only one (1) official candidate running for each position on the ballot, and there is no other candidate, the election is deemed uncontested. The Secretary shall cast a lone ballot and the election to office will be official. In the event that the Secretary is a candidate on the ballot, the President will appoint an Acting Secretary from the board of directors for the single purpose of casting a lone ballot and the election to office will be official.

Election results will be announced at the general business meeting at the Annual Conference and by publication in the SUNA Enews and website.

Section 3. Term of Office. The President shall serve a two-year term, with a 4-year commitment to SUNA as President-elect, President, and Immediate Past-President. The President-Elect, and Immediate Past President will each serve a one-year term. The Secretary, Treasurer, and Directors-at-Large will serve a term of two years. Elected officers and directors will assume office immediately following the close of the Annual Conference. The Immediate Past President's term will begin at the start of the first year of the President's term and will be vacant during the President's second year term. The President-elect's term will begin at the start of the President's second year term and will progress to the position of President following the completion of the President's second year. All positions will serve until the close of the next Annual Conference for their term. No officer or member of the Board of Directors shall serve more than two consecutive terms in the same office. The Secretary shall be elected in odd-numbered years; the Treasurer shall be elected in even-numbered years. The Directors-at-Large will alternate election years.

Section 4. Duties and Responsibilities. The national officers and Directors-at-Large of SUNA shall assume such duties and responsibilities as are assigned to them in these Bylaws, as well as those in official policy and approved role descriptions for each respective position.

The President shall serve as the presiding officer at all regular and special meetings of the general membership, as well as all meetings of the Board of Directors and Executive Committee. In the President's absence, the President-Elect will serve as the presiding officer.

Section 5. Vacancies. Vacancies that occur in an elective office of SUNA due to the inability or ineligibility of the incumbent to perform the duties of that office, or the incumbent's removal from office, shall be filled in the following manner:

- A. President: The President-Elect immediately assumes office and serves for the remainder of the term as well as the following term.
- B. President-Elect: a vacancy in the office of President-Elect shall be filled by special election.
- C. Secretary and Treasurer: a vacancy in either office is filled by a vote of the Executive Committee.
- D. Directors-at-Large: The vacancy is filled by majority vote of the Board of Directors until a successor is elected in the next annual election.
- E. Other Vacancies: The Board of Directors shall fill all other vacancies.
- F. Unexpired Terms: Any member filling a vacancy from an unexpired term of one year or more is deemed to have served one term.

ARTICLE V. Board of Directors

Section 1. Board of Directors. The Board of Directors consists of: President, President-Elect, Immediate Past President, Secretary, Treasurer, and not less than two and no more than four Directors-at-Large depending on the Board recommendations at the current time. The Board of Directors manages the affairs of SUNA and establishes organizational policy.

Section 2. Meetings and Quorum. The Board of Directors meets at least two times per year: once immediately before the Annual Conference and once in the interim, with the time and place determined by the President of SUNA. Conference calls with the Board of Directors constitute a meeting.

Special meetings of the Board of Directors may be called by the President or upon written request of three members of the Board of Directors. Four members of the Board, at least two of whom are

officers, constitutes a quorum.

Section 3. Executive Committee. The Executive Committee of the Board of Directors consists of five members: the President, President-Elect, Immediate Past President, Secretary, and Treasurer. A majority constitutes a quorum. The Executive Director serves as an ex-officio member.

ARTICLE VI. Annual Meeting

Section 1. Annual Business Meeting. The time and place for the Annual Business Meeting are determined by the SUNA Board of Directors. The voting body at the Annual Conference is the membership present. Members present shall constitute a quorum.

ARTICLE VII. Committees

Section 1. Committees. The standing committees of SUNA are appointed by the President with the approval of the Board of Directors, except as otherwise provided in the Bylaws, for a term of two years with the option for two term renewals. The President designates a liaison to the committees of SUNA. Each committee chairperson submits a written report for Board of Directors meetings.

Section 2. Nominating Committee. The total number of Nominating Committee members is determined by the Chair and will include a chair, past president and a member-at-large. The Chair will be identified by the rotation of the President and Immediate Past-President terms and the committee members will be approved by the Board of the Directors. The Nominating Committee shall prepare and submit a slate of candidates for each office to be filled in the annual election.

Section 3. Task Forces. A task force may be appointed by the President to accomplish a specific short-term objective in a designated amount of time. Each task force is assigned a liaison from the Board of Directors. Written reports are submitted as directed by the liaison.

ARTICLE VIII. Executive Director

Section 1. Executive Director. The SUNA Executive Committee shall employ a management company with the approval of the Board of Directors. An individual will be designated as Executive Director of SUNA.

Section 2. Responsibilities. The Executive Director, as chief executive officer, shall manage all activities of the association subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall serve as an ex-officio member of the Executive Committee and Board of Directors.

ARTICLE IX. Fiscal Affairs

Section 1. Fiscal Year. The fiscal year of the association shall be such 12-month period as may be established by resolution of the Board of Directors.

Section 2. Contracts. Performance based contractual agreements entered into by SUNA shall be reviewed per SUNA policy. The Board of Directors has final approval authority.

Section 3. Books and Records. Members with active status shall have the right to inspect books and records of the association. The association shall keep at its principal executive office the original or a copy of the Bylaws as amended to date, which shall be open for inspection by the members at all reasonable times during office hours.

Section 4. Budget. It is the responsibility of the SUNA Board of Directors to annually review and approve the operating budget before the end of the current fiscal year.

ARTICLE X. Parliamentary Authority

Section 1. Parliamentary Authority. The parliamentary writings of *Robert's Rules of Order* govern SUNA in all cases not covered by the Bylaws or the Articles of Incorporation.

ARTICLE XI. Amendments

Section 1. Amendments at the Annual Meeting. Amendments to the Bylaws may be made at the Annual Conference by a majority of the membership present, provided that the proposed amendments have been submitted to each member, as provided in the Bylaws, at least 30 days prior to the Annual Conference

Section 2. Amendments by Standard or Electronic Ballot. Amendments to the Bylaws may be made by standard or electronic mail provided that said amendments have been considered and recommended by the Board of Directors; said amendments have been submitted in writing to each member for his/her consideration and vote within 30 days of the original mailing date; and said amendments have been approved by a two-thirds affirmative vote of the members responding.

ARTICLE XII. Indemnification

Section 1. Indemnification. SUNA shall indemnify to the full extent authorized or permitted by the laws of the state of Oregon as now in effect or as hereinafter amended any person made or threatened to be made, a party to any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative, including an action by or in the right of SUNA) by reason of the fact that such person is or was a Board of Directors member, officer, committee member, employee or agent of SUNA or serves any other enterprise as such at the request of SUNA. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XIII. The foregoing right of indemnification shall continue as to a person who has ceased to be a Board of Directors member, officer, committee member, employee or agent and shall inure to the benefit of the heirs, the executors, and administrators of such a person.