

BYLAWS & GUIDING PRINCIPLES

ALUMNI ASSOCIATION OF ST. LUKE'S SCHOOL OF NURSING

The Alumni Association of St. Luke's Hospital School of Nursing is an independent and nonprofit organization composed of graduates of the school. It was incorporated by the Commonwealth of Pennsylvania in 1969.

MISSION STATEMENT

The mission of St. Luke's School of Nursing Alumni Association is to foster a lifelong connection among the alumni, the school, and the community.

The association strives to promote the values of excellence, compassion, and service that are instilled in the nursing education at St. Luke's.

The association also seeks to support the professional development, networking, and recognition of the alumni, as well as to contribute to the advancement of the nursing profession and the health care system.

The Association is the owner of, and is responsible for the maintenance and insurance of, items, artifacts, and memorabilia entrusted to its care.

VISION

The vision of St. Luke's School of Nursing Alumni Association is to be a vibrant and engaged community of alumni who are proud of their alma mater and committed to its legacy.

The association envisions to be a leading voice and a valuable resource for the alumni and the school.

The association hopes to inspire and empower the alumni to make a positive difference in their personal and professional lives, as well as in the lives of others.

VALUES

- **Belonging:** We are a welcoming, diverse and inclusive alumni community that recognizes the inherent worth of all individuals
- **Pride:** Our storied history and affiliation with SLUHN affords us the unique opportunity to be ambassadors of the profession of nursing
- **Respect:** We respect the diversity, dignity, and opinions of our alumni and the school community and treat one another with mutual respect, recognizing and upholding each person's inherent dignity and worth
- **Integrity:** We uphold the highest ethical standards and act with honesty and transparency in all our endeavors. We are honorable, equitable, trustworthy, and committed to the highest ethical standards in all that we do.

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- **Service:** We seek to serve the needs of the students at the school and interests of our alumni through meaningful programs, events, and opportunities. We promote involvement with students and support professional mentorship.
- **Collaboration:** We collaborate with the school and other stakeholders to enhance the quality and reputation of the nursing education and practice. We engage with alumni and friends both near and far, promoting dedication, commitment, and philanthropy to our alma mater and to the greater good.
- **Leadership:** We inspire and empower our alumni to be leaders and role models in their fields and communities. We actively seek involvement with the students and assist faculty of the school in professional role modeling.

GOALS & STRATEGIC PRIORITIES OF THE BOARD

- **Uphold Traditions and Professional Standards:** Ensuring that the values and standards of St. Luke's School of Nursing are preserved.
- **Promote Collegiality and Communication:** Fostering a professional network among graduates and encouraging active participation in the Alumni Association.
- **Support Financial Stability:** Developing a robust, diversified, and stable financial model to sustain the association, support the school, and provide financial assistance to eligible students at St. Luke's School of Nursing

BYLAWS

Article I - General Membership

Section 1 - Eligibility

Any nurse who has graduated from St. Luke's Hospital School of Nursing is eligible for active membership.

Section 2 - Classification

Active membership shall be those who have paid annual dues.

Honorary membership may be conferred upon distinguished members of the nursing profession. Nominations for honorary membership must be submitted, in writing, to the Board of Directors and approved through unanimous vote at the annual meeting.

Section 3 - Privileges

Members shall have the privilege of attending meetings, voting, holding office, and receiving correspondence.

Section 4 - Forfeiture of Membership

A member may be dismissed for any act which the Board of Directors deems detrimental to the nursing profession or to the Association, if, after a thorough investigation, the Board is satisfied with the credibility of the charges. An opportunity for a hearing shall be arranged

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upon written request of said member.

Revocation of licensure by **any** State Board of Licensure shall be just cause for forfeiture of membership.

Section 5 - Reinstatement

Dismissed members may appeal the decision of the Board of Directors. Written recommendation(s) for reinstatement should be forwarded directly to the President for Board of Directors consideration.

Article II - Nominations and Appointments to the Board

Section I

Nominations to the Board of Directors shall be forwarded to the President. Nominations shall include resume, CV, and at least one Board member recommendation.

Section 2

Additional nominations may be made from the floor at the annual meeting providing 1) the nominee(s) has given previous consent, and 2) there are vacant seats on the Board to fill.

Section 3

Vacancies in board membership may be filled prior to the annual meeting by appointment by the Board of Directors.

Article III - Officers and Directors

Section I – Officers

The officers of the Board shall consist of a President, a President-Elect, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Officers shall be installed at the annual meeting.

Section 2 – Board Members

The Board of Directors shall consist of a maximum of 10 additional members. Vacancies in the board may be filled by appointment by the Board of Directors at any meeting throughout the year.

School of Nursing faculty alums may hold office and/or serve as Board members (limited to 2 faculty). Active faculty may not serve as President.

Section 3 – Terms

Members of the Board serve a two-year term, renewable upon the recommendation

Odd Years

Recording Secretary

Treasurer

Five Board Members

Even Years

Vice-President

Corresponding Secretary

Five Board Members

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Section 4 – Resignations

Resignations from the Board of Directors shall be submitted in writing to the President and Recording Secretary, who shall present the name to the Board of Directors for action. The minutes of the meeting shall reflect the acceptance of the resignation and the good standing of the member.

Section 5 – Succession Plan

If there is no President-Elect when the President's term ends, the outgoing President may serve as Acting President for up to one year, with Board approval.

If the President cannot complete their term:

- The Vice President will call a special Board meeting to elect an Acting President.
- If the Vice President is a candidate for the role, they may not vote in the election.

Section 6 – Board Discretion

The Board of Directors retains the authority to assign additional duties to Board members as needed. The Board may override automatic succession in cases such as:

- Leadership gaps
- Term limit conflicts
- Lack of qualified candidates
- Organizational restructuring

Article IV- Duties of the Board of Directors

Section 1 – President

The President is an elected board member who upholds the organization's bylaws and leads the board in establishing goals and executing administrative tasks.

- Presides over meetings, ensuring fairness, order, and protection of member rights.
- Approves bills and invoices.
- Serves as timekeeper for meeting agendas.
- Appoints a board member to conduct meetings in their absence.

Section 2 – Vice President

The Vice President is an elected board member who supports the President in fulfilling board responsibilities.

- Assumes temporary leadership duties in the President's absence or incapacity.
- Succession to the Presidency is not automatic; the Vice President is not obligated to assume the presidency.
- If the Vice President is unable or unwilling to serve as President, the Board will elect a new President from eligible members.
- The Vice President may be considered a "partner" to the President, helping with strategic initiatives and leadership continuity.

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Section 3 – President-Elect

The President-Elect is an elected board member intended to succeed the President at the end of their term.

- Assists with leadership and strategic planning, and prepares to assume the presidency.
- Assumes leadership duties when both the President and Vice President are temporarily absent or incapacitated.

Section 4- Recording Secretary

The Recording Secretary is an elected board member who keeps a record of the proceedings of the Association and the Board of Directors.

Section 5 - Corresponding Secretary

The Corresponding Secretary is an elected board member who attends to all correspondence of the Association.

Section 6 - Treasurer

The Treasurer is an elected board member who is responsible for:

- Preparing the yearly budget
- Collecting dues
- Maintaining books/records of the organization's financials
- Disbursing funds at the direction of the Board of Directors
- Provides ledgers to the Finance Subcommittee on a periodic basis throughout the year to perform necessary checks and balances
- Providing written reports on the details of the financial condition of the organization at the annual meeting, at scheduled Board meetings, and upon request
- Submitting account(s) to an auditor at the end of the fiscal year. The auditor will submit a letter to the IRS for Tax Exempt Status.

Section 7 – Board of Directors

The Board of Directors are elected members who supervise and manage the affairs of the Association.

- Members are:
 - accountable to be engaged, respectful, and participative during business discussions leading up to any vote on Association matters.
 - responsible to avoid conflicts of interest (e.g. diverting business to family members, etc.)
 - responsible to identify potential candidates to fill vacancies on the Board
 - expected to serve on at least one Committee
- Members may appoint alums* to serve on committees.

*Alumni members, who are not Board members but wish to support the work of the Association may serve on a committee.

Section 8 – Committees

Chairpersons of committees, for the purposes as stated, shall be appointed by the President. Decisions of committees are subject to the approval of the Board of Directors.

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- Fundraising: investigates, selects, and promotes money-making projects.
- Finance: administration of, and recommendation to, the Board of all scholarships or grants for same; periodically reviews ledgers as check and balance of income and expenses.
- Historic Preservation: maintains the history of the School of Nursing and safeguards the artifacts and memorabilia of historic significance entrusted to the Association's care.
- Homecoming: plans and recommends activities for the annual meeting and 50-year graduate brunch
- Communication: prepares periodic newsletters/correspondence/oversees social media
- By-Laws & Guiding Principles: reviews every 2 years and submits recommendations for revision to the Board of Directors in August

Article V - Finance

Section I – Dues

The annual dues of active members shall be in such amount as the Board of Directors may determine. Annual dues are payable on or before the annual meeting.

Section 2 – Fiscal Year

The fiscal year shall begin on October 1st and end on September 30th.

Section 3 – Audit

The Association accounts shall be audited by an independent C.P.A. chosen by the Board of Directors every 5 years and/or with the appointment of a new treasurer.

Section 4 – Tax Filing

The above C.P.A. will file the tax exemption letter every year prior to February 15th, at the direction of the Treasurer and the President.

Section 5 – State Filing

An annual report must be filed with the Department of State website to verify current status and information related to the organization.

Section 6 – Bonding

There shall be bonding of the President and Treasurer in such amounts as shall be designated by the Board of Directors.

Section 7 – Exemption from Dues

Members unable to pay annual dues due to illness or disability shall, upon recommendation of the Board of Directors, be exempt from payment.

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Article VI – Indemnification of Directors, Officers, and other Authorized Representatives

Section 1 Scope of Indemnification:

General Rule:

The corporation shall indemnify an Indemnified Representative against any liability incurred in connection with any proceeding in which the Indemnified Representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement, or misleading statement, negligence, gross negligence, or act giving rise to strict or products liability, except where such indemnification is expressly prohibited by law.

A. Definitions - For purposes of this Article:

- 1) "Indemnified Capacity" means any and all past, present, and future service by an Indemnified Representative in one or more capacities as a director, officer, employee, or agent of the corporation, or, at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
- 2) "Indemnified Representative" means any and all directors and officers of the corporation and any other person designated as an indemnified representative by the Board of Directors of the corporation (which may, but need not, include any person serving at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise).
- 3) "Liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to any employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and
- 4) "Proceeding" means any threatened, pending, or completed action. Suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders or otherwise.

Article VII -Meetings

Section 1 – Annual Meeting

The annual meeting shall be held on the Saturday closest to the 18th of October of each year, in honor of St. Luke's Day. The time and place shall be determined by the Board of Directors.

The agenda shall include the review of annual reports, installation of Officers and /or Board members, and any other business pertaining to the Association.

Section 2 – Business Meetings

The Board of Directors shall hold a minimum of four business meetings per year. Attendance at scheduled business meetings is required. Repeated absences from meetings (excused or otherwise) will result in action by the Board of Directors.

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Section 3 – Special meetings of the Board of Directors may be called by any of the following: the President; or five members of the Board of Directors; or fifteen members of the Association. The purpose of the meeting shall be specified at the time of the request.

Section 4 – Quorum

A majority shall constitute a quorum for votes at the Board of Directors meetings and annual meeting.

Article VIII - Order of Business

Section 1

The order of Business for the annual meeting shall be:

Call to Order

Lighting of the Nightingale Lamp (by a 50-year reunion class member)

Nurse's Prayer

Alma Mater

Moment of Silence

Program of the Day (Guests will be excused prior to the business meeting)

Business:

 Treasurer's Report

 Special Reports

 President's Annual Report

Roll Call of Classes

Installation of Officers/Members of the Board

Passing of the Gavel

Adjournment

Section 2

All other meetings follow **Roberts Rules of Order**. This Order of Business may be suspended at any meeting by a two-thirds votes of the members present and voting.

[Newly Revised 12th Edition - Official Robert's Rules of Order Website \(robertsrules.com\)](http://robertsrules.com)

Article IX - Amendments & Revisions

Section 1

The Board of Directors will review the Bylaws every two years.

Section 2

The Board of Director may amend or revise the Bylaws by a special meeting called for that purpose by two-thirds vote of members present, providing the amendment or revision was submitted in writing to all active members at least ten days before being acted upon.

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ARTICLE X – Dissolution of the Alumni Association

In the event of dissolution of the Alumni Association, the Board of Directors shall be responsible for the decision, communication to the membership, and disbursement of any remaining monies or property.

Adopted: 1969
Reviewed: 2001, 2005, 2007, 2013
Revised: 1980, 1982, 1984, 1990, 1993, 1995, 1998, 1999, 2002, 2003, 2009, 2011, 2015, 2020, 2025