

ALUMNI ASSOCIATION
ST. LUKE'S SCHOOL OF NURSING

BYLAWS

MISSION STATEMENT

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.

GOALS

The goals of the Alumni Association are to:

- Uphold the traditions, standards, and progress of nursing as a profession
- Maintain a professional society which promotes mutual collegiality and communication among graduates of the School of Nursing
- Encourage active participation of Alumni Association members
- Provide scholarship assistance to qualified students and graduates of the School of Nursing who meet specific criteria

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

Article I – 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:

- A. Active membership shall be those who have paid dues
- B. 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. Approval for honorary membership must be obtained through unanimous vote at the annual meeting.

Section 3 Privileges:

Members shall have the privilege of attending meetings and receiving mailings. Eligible/active members also have the privilege of holding office.

Section 4 Forfeiture of Membership:

- A. 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 upon written request of said member.
- B. Revocation of certification 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 only upon written recommendation of ten active members

Article II – Nominations and Appointments

Section 1

Nominations to the Board of Directors shall be forwarded to the President. Only active members are eligible to serve on the board.

Section 2

The President will present the nominations to the Board of Directors.

Section 3

Vacancies in board membership may be filled by appointment by the Board of Directors

Article III – Officers and Directors

Section 1

The officers of the Association shall consist of a President, a President-Elect, a Recording Secretary, a Corresponding Secretary, and a Treasurer

Section 2

The Board of Directors shall consist of the officers, defined in Section 1, and a maximum of six members. The retiring President shall automatically become an ex-officio board member for one year. The President-Elect shall automatically become President.

Section 3

The newly elected members of the Board of Directors shall be installed at the annual meeting.

Section 4

Resignations from the Board of Directors shall be submitted in writing to the Recording Secretary, who shall present the name to the Board of Directors for action.

Section 5

In the event the Presidency is vacant, the retiring President shall be asked to serve as acting President for a one year term upon the recommendation of the membership present at the annual meeting. (added October 17, 2002)

Article IV – Duties of the Board of Directors

Section 1

The President shall:

- A. Preside at all meetings of the Association and the Board of Directors
- B. Approve bills and countersign checks
- C. Perform all duties pertaining to that office

Section 2

The President-Elect shall:

- A. In the absence or disability of the President, the President-Elect shall perform all duties pertaining to that office
- B. In case of a vacancy or in the event the President is unable to complete her/his elected term, the President-Elect shall succeed at once to the office of President to complete that term. The interim President will then assume her/his designated two year term of Presidency.

Section 3

The Recording Secretary shall keep a record of the proceedings of the Association and the Board of Directors

Section 4

The Corresponding Secretary shall attend to all correspondence of the Association. In the absence of the President and the President-Elect, the Corresponding Secretary shall call to order and conduct meetings as needed.

Section 5

The Treasurer shall be responsible for:

- A. Preparing the yearly budget
- B. Collecting dues
- C. Keeping books of the organization
- D. Disbursing funds at the direction of the Board of Directors
- E. Reporting in detail on the financial condition of the organization at the annual meeting and at such other times as directed.
- F. The Treasurer shall submit her/his account to an auditor at the end of the fiscal year. The auditor will submit a letter to the IRS for Tax Exempt Status.

Section 6

The Board of Directors shall supervise and manage the affairs of the Association and fill any vacancy in office

- A. Chairpersons, for the purposes as stated, shall be appointed by the President.
- Fundraising: investigates, selects, and promotes money-making projects
 - Scholarship Fund: administration of and recommendation to the Board all scholarships or grants for same
 - Historic Preservation: sustains the history of the School and safeguards the artifacts and memorabilia of historic significance entrusted to the Association's care
 - Newsletter: prepares periodic newsletters
- B. Decisions of the committees are subject to the approval of the Board of Directors.

Article V – Finance

Section 1 Dues:

- A. The annual dues of active members shall be in such amount as the Board of Directors may determine.
- B. 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 account of the Association shall be audited annually by an independent C.P.A. chosen by the Board of Directors.

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 Bonding:

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

Section 6 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.

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

Section 1 Scope of Indemnification:

- A. 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.

B. 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, and any other business pertaining to the Association.

Section 2 Business Meetings

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

Section 3 Special meetings of the Board of Directors may be called by any of the following:

- A. The President; or
- B. Five members of the Board of Directors; or
- C. 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 the Board of Directors meetings.

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 (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)

Treasurer's Report

Special Reports

President's Annual Report

Roll Call of Classes

Business

Installation of Officers / Members of the Board

Passing of the Gavel

Adjournment

Section 2

All other meetings follow **Robert's Rules of Order, Simplified and Applied, 2001**. This Order of Business may be suspended at any meeting by a two-thirds votes of the members present and voting.

Article IX Parliamentary Authority

Revised **Robert's Rules of Order, Simplified and Applied, 2001** shall be the authority in all cases to which they are applicable.

Article X – Amendments & Revisions

Section 1

The Bylaws may be amended or revised at the annual meeting of the Association without previous notice by 95% vote of those present and entitled to vote.

Section 2

The Bylaws may be amended or revised by a special meeting called for that purpose by two-thirds vote of members present, providing the amendment or revision shall have been submitted in writing to all active members at least ten days before being acted upon.

Section 3

The Bylaws shall be reviewed every two years.

Adopted: 1969

Reviewed: 2001, 2005, 2007, 2013

Revised: 1980, 1982, 1984, 1990, 1993, 1995, 1998, 1999, 2002, 2003, 2015