

Bylaws of the

**PEDIATRIC ENDOCRINOLOGY NURSING SOCIETY**

**PENS**

*Article I*

**Name:** Pediatric Endocrinology Nursing Society      Acronym: PENS

*Article II*

**Purpose:**

The members of this professional organization are committed to the advancement of the art and science of Pediatric Endocrinology Nursing. This includes the establishment and continued development of standards of practice, the enhancement of nursing research, the advancement of clinical expertise and the promotion and recognition of excellence in nursing practice.

Section 1.      *Objectives*

- A.      Development of standards of practice for Pediatric Endocrinology Nursing.
- B.      Establishment of standards of patient/family Pediatric Endocrinology education.
- C.      Advancement of knowledge through research in the area of Pediatric Endocrinology.
- D.      Promotion of collaboration between health professionals working in the area of Pediatric Endocrinology.
- E.      Promotion of public education regarding Pediatric Endocrinology problems.
- F.      Provision of continuing education in the field of Pediatric Endocrinology Nursing.

Section 2:      *IRC Section 501(c)(3) Purposes*

This society is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### *Article III*

#### **Membership, Dues, and Annual Meeting:**

##### A. Membership

###### Section 1. *Founding Members*

Individuals who were steering committee members as of November 6, 1986. Founding members have all the rights, responsibilities and privileges of active members, provided their dues shall have been paid to date.

###### Section 2. *Active Members*

Individuals who have licensure as a registered nurse and are interested in Pediatric Endocrinology Nursing. Active members must have dues paid up-to-date; they may hold an office, chair or serve on a committee, vote, attend meetings and participate in PENS.

###### Section 3. *Associate Members*

Individuals who are allied health care professionals or are employed in marketing and service areas with an interest in the area of Pediatric Endocrinology. Associate members must have dues paid up-to-date; are eligible for all rights, responsibilities and privileges of active members except those of holding office, chairing committees and voting.

###### Section 4. *Sustaining RN Members*

Individuals who are licensed registered nurses employed by industry in marketing and service with an interest in pediatric endocrinology. Sustaining RN members must have dues paid up-to-date; they are eligible for all rights, responsibilities and privileges of active members except those of holding office on the Board of Directors.

##### B. Dues

Annual dues are determined by the Board of Directors and subject to ratification by the membership. Any member whose dues are not received by the end of the renewal month will be removed from the membership roster, and all membership privileges will be withdrawn. Reinstatement is effected by application as a new member and payment of current dues.

C. Annual Meeting

1. The annual meeting shall be held between the months of April and June, at such place and on such dates as the Board of Directors may appoint.
2. The Board of Directors and full Advisory Council shall meet at such times and places as they consider expedient.
3. Written notice of the time, place and the purposes of a meeting of members shall be given not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting, or may be included by being prominently displayed in a periodical regularly published at least semi-annually by or on behalf of the organization.

*Article IV*

**Leadership:**

- A. The organization shall have seven directors and collectively they shall be known as the Board of Directors.
- B. Board of Directors

The Board of Directors includes the President, Immediate Past President, President-Elect, Nominations Chair, Secretary, Treasurer, and Long-Range Planning Chair.

1. Active membership status is a required qualification for Board of Director membership.
2. The Board of Directors members shall be elected to office.
3. Only current Board of Directors members vote at Board meetings.
4. All Board of Directors members shall serve for one term. Until the individual has completed the sequence from President-Elect

through Immediate Past President, he/she is not eligible for another office.

Section 1. *President*

The President conducts all meetings of the organization, appoints committee chairpersons, serves as ex-officio member of all committees and directs all activities of the organization. Term of office is one (1) year.

Section 2. *Immediate Past President*

The Immediate Past President is a member of the Board of Directors and serves as a consultant to maintain continuity within the organization. Term of office is one (1) year.

Section 3. *President-Elect*

The President-Elect assists the committees and reports committee updates to the President in the absence of committee chairpersons. In the absence of the President, the President-Elect conducts the business of the organization. Term of office is one (1) year.

Section 4. *Nominations Chairperson*

The Nominations Chairperson is responsible for preparing ballots for the election of officers in consultation with the President. This Board member also coordinates the Nominations Committee's activities. Term of office is two (2) years.

Section 5. *Secretary*

The Secretary takes minutes at the Board of Directors and general business meetings of the organization. The Secretary shall keep a book of minutes of the meetings of the association and the Board of Directors. The Secretary shall also keep the charter in-corporation, bylaws, the membership roster of active and inactive members, and shall, in general, perform all duties incident to the office of Secretary and such other duties as the Board of Directors may prescribe. Term of office is two (2) years.

Section 6. *Treasurer*

The Treasurer is responsible for preparing the budget, presenting a financial statement at each meeting and monitoring financial stability. Term

of office is three (3) years.

Section 7. *Long Range Planning Chairperson*

The Long Range Planning Chairperson is responsible for developing long range goals and objectives designed to guide the growth and development of PENS. This Board member also coordinates the Long Range Planning Committee's activities. Term of office is two (2) years.

C. Advisory Council

The Advisory Council includes all the Chairpersons of active committees, the Research Grant Director, the Manual Editor, and the Historian. Other individuals may be invited to serve on the PENS Advisory Council with the approval of the Board of Directors.

1. Active or Sustaining RN membership status is a required qualification for Advisory Council membership.
2. The Advisory Council members are appointed by the Board of Directors.
3. Advisory Council members do not vote at Board meetings.

Section 1. *Research Chair*

The Research Chair is responsible for planning and overseeing implementation of research committee endeavors. The term of office is two (2) years.

a.) *Research Grant Director*

The Research Grant Director is responsible for coordination of all research grant activities and work with the Research Chair. The term of office is two (2) years.

Section 2. *Education Chair*

The Education Chair is responsible for maintenance of PENS educational publications, management of display of PENS educational material, sale of PENS publications, and oversight of educational projects developed by the Education Committee. The term of office is two (2) years.

a.) *Manual Editor*

The Manual Editor is responsible for the overall writing and publication of the PENS Manual. The term of office is two (2) years.

Section 3.     *Membership/By-laws Chair*

The Membership/By-laws Chair is responsible for maintaining of the membership database and a current copy of the by-laws. The term of office is two (2) years.

Section 4.     *Communications Chair*

The Communications Chair is responsible maintenance of the official PENS publication, *The Reporter*, and maintenance of the PENS website. The term of office is two (2) years.

Section 5.     *Conference Planning Chair*

The Conference Planning Chair is responsible for overseeing all annual conference activities. The term of office is one (1) year.

Section 6.     *Historian*

The Historian is a member of the Long-Range Planning Committee. The Historian is responsible for maintenance and presentation of accurate historical records of PENS that are of interest to the general membership. The term of office is two (2) years.

D. Leadership Vacancy

Vacancies on the Board of Directors or Advisory Council shall exist (1) on the death, resignation or removal of any director or council member, and (2) whenever the number of authorized directors or council members are increased.

Section 1.     *Board of Directors*

In the event a Board of Directors position is vacated, the Board of Directors shall appoint an Active member to that position to be held until the next PENS business meeting where an election shall be held according to election policy.

Section 2.     *Advisory Council*

In the event an Advisory Council position is vacated, the Board of Directors shall appoint an Active or Sustaining RN member to that position to be held until the next PENS annual business meeting.

## *Article V*

### **Committee Structure:**

Committee formation will be coordinated by the Nominations Committee as approved by the President. Coordination will be accomplished by using written notification from members of their interest and willingness to serve in a given capacity.

A. Research and Special Projects

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in conducting and promoting research in the area of Pediatric Endocrinology Nursing.

B. Education

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in educating patients, health care providers and the general public in areas pertinent to Pediatric Endocrinology Nursing.

C. Membership/Bylaws

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in promoting and organizing membership in PENS. This committee will also be responsible for formulating changes or amendments to the laws and submitting these to the Board of Directors for approval and subject to ratification by the membership.

D. Nominations

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in collecting and presenting names of qualified nominees for offices, committee chairs and committees to the Board of Directors in preparation for elections.

E. Communications

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in contributing to the continued development of the newsletter and web page (internet) as a tool for

communication with PENS members, other health professionals and interested lay people.

F. Conference Planning

Individuals who hold Founding, Active, Associate or Sustaining RN membership and are interested in assisting with the planning and execution of the annual PENS conference.

G. Long Range Planning

Individuals who hold Founding, Active, or Sustaining RN membership and are interested in developing long range goals and objectives designed to guide the growth and development of PENS.

### *Article VI*

**Quorum:**

- A. A simple majority of the members of the Board of Directors shall be necessary to constitute a quorum at any regular or any special meeting of the Board.
- B. A simple majority of the number of members attending a regular meeting shall constitute a quorum.

### *Article VII*

**General Provisions:**

A. Fiscal Year

The fiscal year of the association shall be such twelve (12) month period as may be established by resolution of the Board of Directors.

B. Contracts

The Board of Directors may authorize any officer or officers agent of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to special instances.

C. Books and Records

The association shall keep correct and complete books and records of its accounts, meetings and proceedings of the association and Board of Directors and all valuable papers and documents of the association at its principal office. There shall be an annual audit of the financial records of the association in such manner as directed by the Board of Directors.

D. Disbursements

The Treasurer and the President or his/her designee shall sign all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association upon approval by the Board of Directors.

E. Deposits

All funds of the association shall be deposited to the credit of the association in such banks and other depositories as the Board of Directors may select.

### *Article VIII*

#### **Parliamentary Authority:**

The rules contained in Robert's Rules of Order revised (current edition) shall govern meetings of the association and Board of Directors in all cases to which they are not inconsistent with these bylaws.

### *Article IX*

#### **Amendments:**

- A. All proposed amendments shall be published prior to the annual business meeting of the association and read and reviewed at said meeting.
- B. These bylaws shall be amended by mail out paper ballot vote by all voting members in good standing. All proposed amendments shall be published with the ballots.
- C. Amendments shall be approved by a two-thirds (2/3) majority vote of all ballots postmarked by the deadline.

## *Article X*

### **Conflict of Interest**

Disclosure regarding any potential conflict of interest is provided by PENS members stating that their involvement with PENS will be ethical, that they will strive to serve the best interest of PENS, work to promote the goals and objectives of PENS, and use professional affiliations appropriately to advance these goals. All Board Members, Committee Members, and those members in good standing who request information regarding PENS financial or business dealings must sign a Conflict of Interest statement.

### **AMENDMENTS**

#### ***Amendments to the PENS by-laws approved at the Annual Meeting on June 30, 1990:***

##### Article V

###### Section B. Education

Omit “and be responsible for the PENS newsletter.”

###### Add Section E. Newsletter

Individuals who hold Founding, Active, Associate, or Sustaining membership and are interested in contributing to the continued development of the Newsletter as a tool for communication with PENS Members, other health professionals, and interested Lay people.

###### Add Section F. Conference Planning

Individuals who hold Founding, Active, Associate, or Sustaining membership and are interested in assisting with the planning and execution of the annual PENS conference.

#### ***Amendments to the PENS by-laws approved at the Annual Meeting on April 29, 1995:***

##### Article IV A. Executive Board Members

###### Section 6. Treasurer

Term of office be changed to three ( 3 ) years.

##### Article V. Board Members

That the title be changed from Board Members to Committee Structure

#### ***Amendments to the PENS by-laws approved at the Annual Meeting on April 27,***

**1996:**

Article V: Committees  
C. Membership/Bylaws

Add:

... and subject to ratification by the membership.

Article V: Committees

Add:

G. Long Range Planning

Individuals who hold Founding or Active membership and are interested in developing long range goals and objectives designed to guide the growth and development of PENS.

***Amendments to the PENS by-laws approved at the Annual Meeting on April 18, 1998:***

Article III: Membership, Dues, and Annual Meeting

Section A: Membership

Add:

Section 5. Sustaining RN Members

Individuals who are licensed registered nurses employed by industry in marketing and service with an interest in pediatric endocrinology. Sustaining RN's are eligible for all rights, responsibilities and privileges of active members except those of holding office and chairing committees.

***Amendments to the PENS by-laws approved at the Annual Meeting on April 17, 1999:***

Article III: Membership, Dues, and Annual Meeting

Section A: Membership

Combine:

Section 3. Associate Members and Section 4. Sustaining Members

To:

Section 3. Associate Members

Individuals who are allied healthcare professionals or are employed by industry in marketing and service areas with an interest in Pediatric Endocrinology. Associate members must have dues paid up-to-date, are eligible for all rights, responsibilities and privileges of active members except those of holding office, chairing committees and voting.

***Amendments of the PENS by-laws approved at the Annual Meeting on April 12, 2000:***

Article IX. Amendments

- A. All proposed amendments shall be published prior to the annual business meeting of the association and read and reviewed at said meeting.
- B. These bylaws shall be amended by mail out paper ballot vote by all voting members in good standing. All proposed amendments shall be published with the ballots.
- C. Amendments shall be approved by a two-thirds (2/3) majority vote of all ballots postmarked by the deadline.

Article V. Committee Structure

Section E. Communications

Individuals who hold Founding, Active, Associate or Sustaining membership and are interested in contributing to the continued development of the newsletter and web page (internet) as tools for communication with PENS members, other health professionals and interested lay people.

Article X: Conflict of Interest

Disclosure regarding any potential conflict of interest is provided by PENS members stating that their involvement with PENS will be ethical, that they will strive to serve the best interest of PENS, work to promote the goals and objectives of PENS, and use professional affiliations appropriately to advance these goals. All Board Members, Committee Members, and those members in

good standing who request information regarding PENS financial or business dealings must sign a Conflict of Interest statement.

Article IV: A. Executive Board Members.

Section 7. Long Range Planning Chairperson

The Long Range Planning Chairperson is responsible for developing long range goals and objectives designed to guide the growth and development of PENS. This Board member also coordinates the Long Range Planning Committee's activities. Term of office is two (2) years.

***Amendments of the PENS by-laws approved by mail-out paper ballot vote July 14, 2000:***

Article III. A. Section 4 Sustaining RN members

Individuals who are licensed registered nurses employed by industry with an interest in pediatric endocrinology. Sustaining members must have dues paid up-to-date; they are eligible for all rights, responsibilities and privileges of active members, except those of holding office on the Executive Board.

Article IV. A. Board of Directors

Article IV. B. Advisory Council

The Advisory Council includes all the Chairpersons of active committees, the Research Grant Director, the Manual Editor, and the Historian. Other individuals may be invited to serve on the PENS Advisory Council with the approval of the Board of Directors.

***Amendments of the PENS by-laws approved by mail-out paper ballot vote August 3, 2001:***

Article II.

Add: Section 1. Objectives

Add: Section 2. IRC Section 501(c)(3) Purposes

This society is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of

distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Article III. C. Annual Meeting

Add: Numbered paragraphs addressing the annual business meeting.

Article IV.

Add: **Leadership:**

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B. Board of Directors

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2. The Board of Directors members shall be elected to office.
3. Only current Board of Directors members vote at Board meetings.
4. All Board of Directors...(unchanged section)

C. Advisory Council

The Advisory Council... (unchanged section)

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Section 2. *Advisory Council*

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Article VII. D. Disbursements

Add: ...upon approval by the Board of Directors.