

BY-LAWS
OF

FLORIDA ASSOCIATION OF ENTEROSTOMAL THERAPY, INC.
(The "Association")

ARTICLE I. Name And Purposes

SECTION 1. Name.

The name of the Association shall be Florida Association of Enterostomal Therapy, Inc, hereafter referred to as the "Association."

SECTION 2. Purposes.

The purposes of the Association are:

- a. To provide education and disseminate information regarding the optimum care and rehabilitation of persons with stomas, wounds, incontinence and related skin care problems;
- b. To develop a membership of persons engaged in the field of enterostomal therapy and to provide opportunities for professional and personal growth for such persons;
- c. To develop and maintain standards of professional competency among persons performing enterostomal therapy in Florida;
- d. To work in conjunction with other professional organizations to develop improvements in the fields of health, patient rehabilitation and community service;
- e. To increase professional, and community awareness of the services provided by enterostomal therapists.

ARTICLE II. Membership

SECTION 1. Membership Categories.

The Association has the following categories of and qualifications for Membership:

- a) Active Members must have graduated from an accredited enterostomal therapy school and reside in the State of Florida. They have the right to vote.
- b) Associate Members must have graduated from an accredited registered nursing program. They have the right to vote.
- c) Agency Members are any health related agency, firm, association, or other organization sharing the goals, objectives and purposes of the Association. They do not have the right to vote.
- d) Honorary Members are individuals who have been recommended for such distinction by the Board of Directors and approved by the Active Members. They do not have the right to vote, nor are they eligible to hold office in the Association.

SECTION 2. Proof of Qualifications and Membership Benefits

- A. Qualifications for membership of any applicant or Member are subject to examination by the Board of Directors, which shall be the sole judge of the adequacy of said qualifications.
- B. Benefits of membership are set by the Board of Directors and become policies of the organization.

SECTION 3. Removal.

Any Member may be removed for cause at any meeting of the Board called for that purpose, by an affirmative vote of two-thirds (2/3) of all Directors. The grounds for removal shall be given to the Member against whom the proposed action is intended at least sixty (60) days in advance of the proposed action. The Member shall be given an opportunity to be heard at the Board meeting before a vote to remove is taken.

SECTION 4. Members' Meetings and Voting.

- A. The annual meeting of the Members will be held in Florida on a date and at a place and time designated by the Board of Directors.
- B. A meeting of the Members can be called at any time by the Board, upon request of all of the officers of the Association, or upon written request of twenty-five percent (25%) of all of voting Members. Any request for a meeting must state the purpose or purposes of such meeting. Membership meetings will be held on a date and at a place and time as designated by the Board of Directors but not later than ninety (90) days after the receipt of a proper request.
- C. Notice of any and all meetings of the Members shall be given to each Member at the Member's address on file with the Association, and may be in the form of postal mail, electronic mail, or facsimile. Notice must be at least thirty (30) days prior to the meeting, stating the time and place of the meeting, and the purpose of such meeting.
- D. A quorum consists of twenty-five percent (25%) of all of voting Members of the Association. No action may be taken at any meeting of the membership without a quorum present.
- E. Proxies of voting rights are not allowed.

ARTICLE III. Dues

SECTION I. Dues

Annual dues, recommended by the Board, must be approved by the voting Members. All members except Honorary members are required to pay dues.

SECTION 2. No refunds, Non payment, Reinstatement.

- A. No refunds of all or any part of dues paid by any Member may be made.
- B. Failure to pay dues within ninety (90) days after the due date shall be deemed the same as a resignation from the Association by the individual owing the dues.
- C. Reinstatement of any Member resigned by non payment of dues is automatic, if such individual or entity pays the full amount of annual dues for the year of reinstatement, regardless of how many months or days are left in such year.

Article IV. Board of Directors

SECTION-1. Duties.

The Board of Directors manages the Association and all of its interests and affairs. It also sets the Association's direction, goals and priorities.

SECTION 2. Number, Election, Term of Office, ex-officio.

A. The Board of Directors consists of eight (8) Directors composed of the following individuals:

- a) the four (4) Officers of the Association, as elected pursuant to Article V
- b) the Editor of the Association's newsletter, The Beeper
- c) the Chairman of the Nominating Committee of the Association
- d) two (2) other Directors who shall be elected by the voting Members

B. For the purposes of electing the two (2) Directors referenced in Section 2.A.d) above, the voting Members shall elect such Directors only from the ranks of those persons nominated by the Nominating Committee. One (1) Director shall be elected at the annual Members' meeting held in each even numbered year, and one (1) Director shall be elected at the annual Members' meeting held in each odd-numbered year. Directors shall be elected after the election of Officers at the annual Members' meeting.

C. Each Director shall serve for a term of two (2) years, and no Director shall serve as a Director for more than two (2) consecutive terms. Directors shall serve until their successors shall have been elected and qualified or until their death, resignation or removal.

D. The immediate past President of the Association, if an individual other than the current President, is an ex-officio and non-voting member of the Board of Directors.

SECTION 3. Qualifications.

Only individuals who have been Active Members for at least one (1) year immediately prior to election may serve as directors.

SECTION 4. Notice of Resignation.

The resignation of any Director is to be given with written notice to the President of the Association.

SECTION 5. Vacancies.

Any vacancy occurring in the Board of Directors must be filled by the Board of Directors.

SECTION 6. Meetings.

The Board of Directors meets at least twice each year at places and times as designated by it. Meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any two (2) Directors.

SECTION 8. Meeting Notice.

Notice of each meeting shall be delivered by the President or the Secretary to each Director at least twenty (20) days before the day on which the meeting is to be held. A Director may waive notice in writing.

SECTION 9. Quorum.

A quorum consists of a majority of all Directors and is required for the transaction of business at any meeting of the Board of Directors.

SECTION 10. Electronic Means.

Directors may participate in any meeting of the Board of Directors by electronic means by which all persons participating in the meeting can communicate with each other.

SECTION 11. Informal Action.

Any action that could be taken at a meeting of the Board of Directors may also be taken in writing by unanimous vote of all the Directors and must be filed with the minutes of the proceedings of the Board.

ARTICLE V. Officers

SECTION 1. Designation, Election, Term of Office.

- A. The Association's Officers are President, Vice President, Secretary, and Treasurer.
- B. The election of Officers is conducted at the annual Members' meeting prior to the election of Directors. The voting Members shall elect the Officers from the ranks of those persons properly nominated. The President and Vice President are elected in even numbered years and the Secretary and Treasurer are elected in odd numbered years.
- C. Each Officer serves for a term of two (2) years, and no Officer will serve in the same office for more than two (2) consecutive terms. Officers hold office until their successors have been duly elected and qualified, or until their death, resignation or removal. No person may hold more than one (1) office at the same time.

SECTION 2. Qualifications.

Each Officer must be and have been an Active Member for at least one (1) year immediately prior to election, and consent to serve as an Officer and Director in writing.

SECTION 3. Duties

- A. All officers are obliged to carry out the instructions of the Board of Directors.
- B. The President is Chairman of the Board and presides at all meetings of the Board of Directors and at all meetings of the Members, and, as the chief executive officer of the Association is responsible for the Association's management and has the full authority to conduct the business of the Association and the responsibility to ensure that requirements by law are met by the appropriate Officer, and that all Officers of the Association fulfill their duties. The President reports to the Board of Directors.
- C. The Vice President shall become President of the Association with all associated duties, rights, privileges, and powers in the event that the President is unable to perform his or her duties. The Vice President shall perform such duties as may be delegated by the President.
- D. The Secretary gives notice of all meetings of the Members and of the Board of Directors, has custody of all records and reports, and is responsible for the keeping and reporting of adequate minutes and records of all meetings of the Members and of the Board of Directors. The Secretary and the Treasurer keeps a current register of all Members.
- E. The Treasurer shall be responsible for the custody of and the accounting for Association's funds. The Treasurer shall present financial reports to the Board at the scheduled Board meetings

and also at the annual Members' meeting. The Treasurer shall be bonded in an amount established by the Board.

SECTION 4. Removal.

Any of the Officers of the Association may be removed from office by appropriate resolution approved by two-thirds (2/3) of all Directors.

SECTION 5. Vacancies.

Any vacancy in any office shall be filled by the Board of Directors

ARTICLE VI . Nominations and Elections

SECTION 1. Nominations.

Nominations for Officers and Directors are made by the Nominating Committee or from the floor by any Active Member at the annual Members' meeting. The Nominating Committee presents all of its nominations to the Members at the annual Members' meeting before any elections are held. An Active Member may make a nomination from the floor at any time during the annual Members' meeting until nominations are closed.

SECTION 2. Elections.

Elections of Directors and Officers is by ballot. Prior to voting by ballot, the current President appoints tellers who distribute, collect and tally the ballots, and who determine and declare the final vote. No teller may be a candidate for any office nor for any directorship. Any tie votes shall be decided by a revote. Absentee ballots will be accepted within one week of the upcoming state meeting.

ARTICLE VII. Committees

SECTION I. Committees.

All Committees serve at the discretion of the Board of Directors and without power to take any action in the name of the Association unless specifically authorized by these By-laws or by the Board of Directors to take such action.

SECTION 2. Traditional Committees.

Traditional Committees are those that have been and might be periodically appointed when and as deemed necessary by the Board of Directors. They are:

- a) The Membership committee promotes the growth of the number of Members of the Association.
- b) The Education/Conference committee assists and help coordinates educational programs relating to the purposes of the Association.
- c) The Publications committee develops and is responsible for the publication of the official newsletter of the Association. The Editor of the Association's newsletter, The Beeper, is appointed by the Board of Directors to be a committee member of the publications committee and to serve as chairman of the committee;
- d) The Legislation committee coordinates legislative efforts throughout the State of Florida in connection with the purposes of the Association.

- e) The Budget and Finance committee prepares and submits an annual budget to the Board of Directors and recommends accounting procedures for the Association. The Treasurer serves as chairman of this committee
- f) The Nominating committee submits the names of nominees for Officers and Directors to the annual Members' meeting and conducts the installation of Officers.

SECTION 3. Nominating Committee.

The Nominating Committee consists of three (3) or more committee members who are elected by the Active Members at each annual Members' meeting held in an odd-numbered year. The Board will appoint the Chairman of the Nominating Committee. Each member of the Nominating Committee must be an Active or Associate Member and must have been an a Member for at least one (1) full year prior to election. The Nominating Committee members serve for a term of two (2) years.

ARTICLE VIII . Miscellaneous

SECTION 1. Insurance, Liability.

- A. The Association may maintain insurance on behalf of itself and any person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against and incurred by any of them in the fulfillment of their duties.
- B. No Director, Officer, employee, or Member will admit liability for any occurrence involving the Association without the express permission of the Board of Directors.

SECTION 2. Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Association must be signed by any of the following Officers: President, Vice President, Treasurer.

SECTION 3. Amendment of By-Laws.

These By-Laws may be altered, amended, or repealed, and new and other By-Laws may be made and adopted a majority of all of the voting Members present. A copy of any and all proposed changes to these By-Laws shall be mailed to each Member at least thirty (30) days prior to any Members' meeting at which a vote may be taken regarding altering, amending or repealing these By- Laws. The Board of Directors may alter or amend any of these By-laws by a vote of 3/4 of all Directors.

SECTION 4. Amendment of Articles.

The Articles of Incorporation may be altered, amended or repealed, and new and other Articles of Incorporation may be made and adopted by the affirmative vote of a majority of all of voting Members. A copy of any and all proposed changes to the Articles of Incorporation must be mailed to each Member at least thirty (30) days prior to any Members' meeting at which any vote may be taken regarding altering, amending or repealing the Articles of Incorporation.

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