

American Association of Diabetes Educators

Chapter Bylaws

St. Louis Association of Diabetes Educators

Article I - Name

The name of this organization shall be St. Louis Association of Diabetes Educators, referred to herein as SLADE, a chapter of the American Association of Diabetes Educators, Inc., referred to herein as AADE.

Article II - Purpose

SLADE is a multidisciplinary association of health care professionals dedicated to integrating successful self-management as a key outcome in the care of people with diabetes and related conditions. The goals of the organization are to

1. Provide educational opportunities for the professional growth and development of diabetes educators.
2. Promote the development of quality diabetes education.
3. Foster communication and cooperation among individuals and organizations involved in diabetes education.

Article III - Membership

All chapter members shall be encouraged to be members of national AADE.

Section 1. Categories

Membership categories shall be Active and Associate.

Section 2. Qualifications and Privileges

The qualifications and privileges for the various categories of membership shall be as follows:

- a. Active Member shall be a healthcare professional with an interest in the development, delivery or administration of diabetes patient or professional education or in diabetes research. An active member shall have all the privileges of membership, which include the right to vote, to make nominations, to stand for elective office or a directorship position, chair, serve and vote on committees. An active member shall be a member of AADE.

b. Associate Member shall be any person with an interest in diabetes education and shall have all of the privileges of Active Membership except the right to vote, make nominations, or hold office on the Board of Directors at local and national level. An Associate Member may serve and vote on committees.

Section 3. Application for Membership

An applicant for membership shall complete the chapter membership application form and submit with dues. The Board of Directors, at a regularly scheduled Board meeting, shall review any questionable application. The Secretary shall notify the applicant if membership is declined.

Section 4. Good Standing

A member whose dues are paid for the current fiscal year shall be considered a member in good standing. All membership privileges shall cease if dues are not paid within 30 days after the start of the fiscal year. The fiscal year begins on January 1. The deadline is February 1.

Article IV - Finances

Section 1. Fiscal and Membership Year

The fiscal and membership year will coincide with that determined by AADE.

Section 2. Dues

a. All categories of membership shall pay such annual dues as recommended by the Board of Directors and voted upon by the general membership. Dues paid on or after January 1, shall be for the current membership year (January 1-December 31) Dues paid prior to January 1, shall be for the previous membership year.

b. Chapter member dues shall include a subscription to any password protected segments of the SLADE website.

Section 3. Fiscal Year

The fiscal year shall be from January 1 to December 31 and dues shall be payable prior to February 1 of each year.

Section 4. Maintenance of Funds

The Treasurer shall be the keeper of the funds. All dues shall be deposited in an FDIC bank. A signature shall be required for each check written against the account by the Treasurer or designated Board Member in

his/her absence. An annual financial report shall be submitted to the Executive Committee for approval.

Section 5. Refunds

No dues, or fees or other charges shall be refunded to any person who terminates membership after the first 30 days of the membership year.

Article V - Meetings of Members and Voting

Section 1. Meetings

General Meetings shall be held on a regular basis at a place designated by a vote of the Board of Directors or general membership. Special general meetings shall be called by the President as necessary provided a notice of such action is sent to every member at least 30 days prior to the scheduled meeting date. Notice may be sent via mail, fax, e-mail or other electronic means and may be posted on the SLADE website.

Section 2. Privileges of Voting Membership

The voting member shall have the powers to:

- a. Make decisions for SLADE by receiving reports and adopting policy.
- b. Amend the bylaws on recommendation of the Board of Directors.
- c. Elect officers.
- d. Remove officers upon recommendation of the Board of Directors.
- e. Approve a budget upon recommendation of the Board of Directors.
- f. Conduct other business that may properly come before it.
- g. Serve on a committee.

Section 3. Voting

A vote by mail may be authorized by the Board of Directors or as specified in these bylaws. The Board of Directors may authorize that a vote for any powers enumerated in this section be taken by mail or electronic transmission.

Section 4. Quorum

Fifty (50) percent of voting members present shall constitute a quorum for the transaction of business.

Article VI - Officers

- Section 1. Name
The elected officers of SLADE shall be a president, president-elect, secretary, and treasurer.
- Section 2. Eligibility
Only an Active Member shall serve as an elected officer.
- Section 3. Term
The president and president-elect shall each hold office for a 1-year term. The secretary and treasurer shall hold office for 2-year terms. Any one office shall not be held for longer than 2 consecutive terms by any one person. All newly elected officers shall begin their term on January 1.
- Section 4. Nomination and Elections
a. Nomination for office is made as specified in Article VIII, section 2.

b. Election shall be by written ballot mailed to members or electronically distributed within 90 days of the end of the membership/fiscal year. A majority vote of the ballots cast shall elect. Refer to Article VIII, section 3.
- Section 5. Vacancy
In the event the office of President becomes vacant, the President-Elect shall serve as President for the unexpired term. In the event the office of President-Elect becomes vacant, the Secretary shall serve as President-Elect for the unexpired term. In the event the office of Secretary and/or Treasurer becomes vacant, the President shall appoint a member as an interim officer for the unexpired term or the officers may elect a member to fill any vacancy for the unexpired position.
- Section 6. Duties
a. President
The President shall serve as presiding officer of all regular and special meetings of the general membership, and Board of Directors; shall be an ex officio member of every committee except the Nominating Committee; shall make all required appointments of standing and special committee chairs; shall perform such other duties as assigned by these Bylaws or the Board of Directors.

b. President-Elect
The President-Elect shall assume the duties of the President in the absence of the President; shall succeed to the office of the President in the event of vacancy and automatically for the next term; shall perform such other duties as assigned by these Bylaws or the Board of Directors.

c. Secretary

The Secretary shall oversee the proper recording of the proceedings of all meetings and shall perform such other duties as assigned by these Bylaws or the Board of Directors. The secretary shall maintain records including current bylaws.

d. Treasurer

The Treasurer shall keep accurate and detailed records of income and disbursements of the association and take appropriate action regarding the finances of SLADE at the directions of the Board of Directors and shall perform such other duties as assigned by these Bylaws or the Board of Directors. The Treasurer will prepare an end of the year financial report and present it to the Board of Directors.

Article VII - Board of Directors

Section 1. Composition

The Board shall be composed of the immediate past president, elected officers, and committee chairpersons. The President shall serve as presiding officer.

Section 2. Term

Shall be as specified in Article VI, Section 3.

Section 3. Nomination and Election

Shall be as specified in Article VIII.

Section 4. Duties

The Board of Directors shall serve as the governing body of SLADE and is empowered to act in the interim between meetings of the general voting membership. The Board shall report such actions taken to the membership at the next general meeting. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 5. Meetings

- a. The Board shall meet at regular intervals throughout the year.
- b. Special meetings may be called upon notification by the President.
- c. A vote by mail is authorized when necessary.
- d. Use of electronic means for discussion and voting may be employed in place of special meetings when necessary.

e. Board meeting minutes and treasurer's report will be available at general membership meetings.

Section 6. Quorum

A majority of the members present at the board meeting shall constitute a quorum.

Section 7. Executive Committee

The Executive Committee consisting of the elected officers and the immediate past president shall conduct business of the Board of Directors in the interim between meetings of the Board. Actions of the Executive Committee shall be reported to the Board by mail or at the next board meeting. A majority of officers constitutes a quorum.

Section 8. Removal from Office

a. If the membership determines it is in the best interest of the chapter, it may vote to remove a director from office upon agreement of 2/3 of the Active members.

b. If the Board determines it is in the best interest of the chapter, it may recommend to the voting members the removal of an elected officer. An officer is removed with affirmative vote of 2/3 of active members.

Article VIII - Nominations and Elections

Section 1. Elections

Every year there shall be the election of two officers (president-elect/secretary on odd years, and president-elect/treasurer on even years.)

Section 2. Nominations

a. Members of the Nominating Committee shall be elected by the general membership or appointed by the Board of Directors.

b. The Nomination Committee shall present a slate of at least 2 candidates for each office.

c. Recommendations for elective positions may be made to the Nominating Committee by any active member by a date determined by the board. The Nominating Committee will verify active membership status and acceptance of the nomination.

Section 3. Election Procedure

a. The slate of nominees presented by the Nominating Committee shall be placed on a ballot, which shall be distributed to all active members by

mail or by electronic means no later than 90 days prior to the end of the membership/fiscal year.

b. Election shall be by a majority of votes cast by a manner provided by the Nominating Committee which could include mail, electronic mail, or website.

c. Results of the election shall be announced at the November general meeting. The new officers and board members shall assume their responsibilities on January 1 following the election.

Article IX - Committees

Section 1. Standing Committees

Standing Committees shall be Membership, Professional Education, Legislation, Communications, Nomination and Bylaws, Historian, Spring Dinner, and Awards/Recognition.

Section 2. General Procedures

a. The chairs of all committees, except the Nominating Committee, shall be appointed by the President upon approval by the Executive Committee. All chairs must be Active Members.

b. The President shall be an ex-officio member of all committees except the Nominating Committee.

c. Committees report to the President. A report from each chair should be submitted at scheduled Board meetings or provided in advance.

Section 3. Duties

a. Membership Committee shall periodically review membership requirements; shall assist with membership recruitment; shall review and approve applicants for membership; shall be responsible for compilation of the membership roster for general distribution and to AADE; and shall issue cancellation of membership for non-payment of dues or voluntary cancellation.

b. Professional Education Committee shall be responsible for educational offerings for SLADE members and professional development.

c. Legislation Committee shall apprise members of relevant legislation pertinent to SLADE. Represent interest of SLADE at appropriate legislative events or public forums.

d. Communications Committee shall be responsible for distributing information pertinent to members by mail or electronic means, and for

publicizing SLADE's purpose and activities. Is responsible for maintenance of the Web site through liaison with the Webmaster and members.

e. Nominating and Bylaws Committee shall be composed of the Immediate Past President as chair and two Active Members appointed by the Board of Directors. The Committee shall function as specified in Article VIII. Bylaws will be reviewed yearly.

f. Historian Committee shall be responsible for maintaining SLADE memorabilia and present information at appropriate events.

g. Spring Dinner Committee shall be responsible for planning the Spring Dinner Meeting.

h. Recognition/Awards Committee shall be responsible for the annual SLADE Educator of the Year Award, and other awards determined by the board that may parallel AADE's awards. When possible, the Recognition/Awards Committee shall be made up of past SLADE presidents and chaired by the Immediate Past President.

Section 4. Special Committees
Special Committees (ad hoc) may be appointed by the President.

Article X - Dissolution

If this association is dissolved at any time, its assets shall be distributed to similar non-profit organizations to be selected by the Board of Directors.

Article XI - Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the decisions of SLADE at all levels of the organization in all cases where they do not conflict with the Bylaws of SLADE or the adopted policies and procedures.

Article XII -Amendments

These Bylaws may be amended at any general business meeting on the recommendations of the Board of Directors and approved by majority of the Active membership present and voting, provided the proposed amendment has been submitted in writing to all voting members at least 30 days prior to the convening of the meeting. These Bylaws may also be amended at any business meeting of the General Membership on the recommendation of the elected officers and on unanimous vote of the Active membership present and voting.

SLADE Bylaws
Reviewed and Revised, September, 2005
Reviewed and Revised, November, 2007