ARTICLE I - NAME

Section 1 Name: The name of the organization shall be the San Diego Regional Chapter of ANIA (the “Chapter”).

ARTICLE II - PURPOSE

Section 2.1 Purpose: The purpose of the San Diego Regional Chapter of ANIA is to advance the field of nursing informatics in the San Diego region. The San Diego Region for purposes of the Chapter is defined as San Diego County and Imperial County.

ARTICLE III - MEMBERS

Section 3.1 Classes of Members: The chapter is composed of members of ANIA who reside or work within the geographical region or who request membership from another geographical location. Non-members may be invited to attend chapter meetings and events.

Section 3.2 Establishment of Membership: Membership in the Chapter is automatic for members of ANIA. There is no additional application fee required for chapter membership for members of ANIA.

Section 3.3 Termination of Membership: Termination from membership in the Chapter is automatic with termination of membership in ANIA.

5.3.1 Resignation. A chapter member may request reassignment to another chapter. Chapter membership is contingent upon ANIA membership. See ANIA bylaws for resignation and reinstatement information.

ARTICLE IV - MEETINGS OF THE MEMBERS

Section 4.1 Meetings: A meeting of the members shall be held at the direction of the Board according to ANIA guidelines. The purpose of the meeting is to update the membership on the business of the Chapter and to fulfill the mission, purpose and value of the Chapter. The meeting will be open to all members and invited guests.

Section 4.2 Place of Meeting: The Board may designate any place as the place of meeting in the San Diego Region. The location of the meeting may be rotated to allow for equitable traveling distance requirements among the active members.
Section 4.3 Special Meetings: Special meetings of the members may be called by the Chapter President, or a majority of the Board members, or upon written or electronic transmission request of chapter members.

Section 4.4 Notice of Meetings: Notice will be provided posted on the website and delivered via electronic mail ("email") or other electronic transmission at least 15 days prior to the meeting.

Section 4.5 Quorum: At any meeting of members, a quorum will consist of a majority of members present who participated in the voting as long as there is a minimum of 25% of active members voting.

Section 4.6 Informal Action by Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if the majority of voting members agree with respect to the subject matter of the action. (Responses to request for action may be received by electronic poll or email transmission.)

ARTICLE V - THE BOARD - OFFICERS

Section 5.1 Eligibility: Only active members of ANIA shall be eligible to serve as members of the Board.

Section 5.2 Functions and Powers: The Board shall oversee the control and administer the affairs of the Chapter to meet the purposes of the Chapter including, but not limited to, oversight of the execution of the Mission, Vision and Values, the Chapter budget and finances, programs, awards, recognition, and liaison with the ANIA.

Section 5.3 Composition of the Board: The number of Board members shall be three (President, Vice President-Elect, Secretary/Treasurer). After the initial 2 year(s) of chapter existence, each board member shall be elected for a term of 1 year. Board members shall also serve as officers (President, Vice-President-Elect, Secretary/Treasurer). Succession planning is incorporated into the process to ensure consistency and effective leadership of the Board. Board member composition changes may be made at the discretion of the board to ensure effective leadership by a 2/3 majority vote of the board.

Section 5.4 Term Limits: A board member may serve for two (2) consecutive terms if so elected. After two (2) consecutive terms, a board member will be replaced by a duly elected board member. Exceptions to the term limits can be made at the discretion of the board on a case by case basis to keep an effective organization.

Section 5.5 Officers

5.5.1 President: The President shall be the principal executive officer of the Chapter and shall in general supervise and control all of the business and affairs of the Chapter. He or
she shall preside at all meetings of the members and the Board unless he or she cannot
attend. He or she may sign, with the Secretary or any other proper officer of the
Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts,
or other instruments which the Board of Directors has authorized to be executed, except in
cases where the signing and execution shall be expressly delegated by the Board of
Directors or by these Bylaws or by statute to some other officer of agent of the Corporation;
and in general he or she shall perform all duties incident to the office of President

5.5.1a Immediate Past President: The Immediate Past President will serve up to one year
role to the board as a voting member and act as a resource to the current elected board.

5.5.2 Vice President - President-Elect: The Vice President is responsible for leading the
evaluation of the Chapter’s progress in meeting strategic objectives and proposing
recommended actions. The Vice President shall perform such other duties as may be
assigned to him or her by the President or by the Board. In the absence of the President or
in the event of his or her inability of refusal to act, the Vice President shall perform the
duties of the President, and when so acting, shall have all the powers of and be subject to all
the restrictions upon the President. The Vice-President will assume the role of the
president at the end of the President’s term.

5.5.3 Secretary/Treasurer: Provides oversight and reporting of the Chapter’s financial
status. The Secretary/Treasurer shall have charge and custody of and be responsible for all
funds and securities of the Corporation; receive and give receipts for moneys due and
payable to the Corporation from any source; and deposit all such moneys in the name of the
Corporation in such banks, trust companies or other depositaries as shall be selected in
accordance with these Bylaws; and in general perform all the duties incident to the office of
Treasurer and such other duties as may be assigned to them by the President or by the
Board. The Secretary/Treasurer shall keep the minutes of the meetings of the members
and of the Board; see that all notices are given in accordance with the provisions of these
Bylaws or as required by law; be custodian of the chapter records and of the seal of the
Corporation; see that the seal of the Corporation is affixed to all documents when necessary
or desirable, the execution of which on behalf of the Corporation under its seal is
authorized in accordance with the provisions of these Bylaws; and in general perform all
duties incident to the office of Secretary, and such other duties as may be assigned by the
President or by the Board of Directors.

Section 5.6 Compensation: Board members as such shall not receive any stated salaries
for their services

Section 5.7 Board Meetings and Procedures

5.7.1 Board Meetings: Board meetings shall be held on a regular basis as directed by the
Board throughout the year. The announcement of these meetings will be available to the
general membership for purpose of agenda items to be considered at the meeting. The
Board members may provide by resolution the time and place, for the holding of additional
regular meetings of the Board without other notice.
5.7.2 Special Board Meetings: Special meetings of the Board members may be called by or at the request of the President or any two Board members.

5.7.3 Notice: Notice of any special meeting of the Board shall be given at least two (2) days prior to the meeting in written or printed format, delivered in person, via email or other electronic transmission.

5.7.4 Quorum: The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board. A quorum is for the Board is 2 people. If less than a quorum of the Board is present at the meeting, the Board members present may adjourn the meeting from time to time without further notice.

5.7.5 Participation in Board Meetings by Telephone or Similar Device: Board members may participate in a Board meeting by use of telephone or any other means of communication by which all members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.8 Informal Action by Board: Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Board. Board members may signify their consent by email or other electronic transmission.

Section 5.9 Forfeiture of and Removal from Office: Any Board member shall automatically forfeit their Board position if they lose eligibility for, or are expelled from membership in ANIA. A Board member may also be removed for "cause" by a 2/3rds vote of the Board members after proper notice and an opportunity to be heard at a meeting of the Board held prior to the vote. The board member will receive documentation of the complaint of 24 hours before they are asked to discuss with the board if at all possible. "Cause" shall exist if the Board member is declared of unsound mind by an order of court, or indicted for a felony, or for other reason found to be against the Chapter's best interests by the Board.

Section 5.10 Resignation: Except as otherwise required by law, a Board member may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 5.11 Board Vacancies: Any vacancy occurring in the Board members shall be filled by a majority vote of the remaining Board members. A board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
Section 5.12 Officer Vacancies: If the position of President should become vacant; it will be filled by the Vice President/President-Elect until the next officer election. A board member or other active chapter member, selected by the Vice President/President-Elect and ratified by a majority vote of the Board members, shall become the Vice President/President-Elect. Vacancies in the positions of Secretary/Treasurer shall be filled by majority vote of the Board. The person placed in the vacant position shall assume all the obligations and rights of the position that he/she fills, and shall serve until the next officer election.

Section 5.13 Property of the Chapter: It shall be the duty of every Board member to turn over to their successor, upon retirement from office, all property of the Chapter which is within their possession, custody or control.

Section 5.14 Absence: Each Board member is expected to communicate with the board in advance of all Board meetings if she/he is able to attend or participate by conference telephone or other agreed-upon means of communication. If a board member is absent from three (3) successive Board meetings or fails to participate for a full year, the board will vote on whether the absent member shall be deemed to have resigned due to non-participation.

Section 5.15 Voting: Each Board member shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 6.1 Nominations for the Board

6.1.1 The nomination process shall be conducted annually. A call for nominations for the 2 (2) Board positions (Vice President-Elect and Secretary/Treasurer) for the upcoming year shall be communicated to members of the Chapter at least 30 days before the scheduled date of the election.

6.1.2 No later than 15 days prior to the election, each nominee will submit a statement to the Board regarding their interest in and objectives of their candidacy for a Board position. A Chapter member may be nominated for no more than two positions.

6.1.2 All candidates must be active members in good standing of ANIA for at least two (2) successive years prior to their nomination.

6.2 Elections for the Board

6.2.1 After receiving nominations, the Chapter membership shall vote on the candidates for the vacant Board positions. The voting may be conducted electronically, in the manner that the Board members shall determine in accordance with law. The candidates receiving
the highest level of votes in their respective races at a meeting or by electronic voting shall be elected.

ARTICLE VII - CONFLICT OF INTEREST

Section 7.1 General: The Board shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter. The Board shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Corporation’s interests and that of the individual. All acts of Directors shall be for the benefit of the Corporation in any dealing. The Directors shall not accept any favor that might adversely or improperly influence their actions affecting the Corporation or its members.

ARTICLE VIII - COMMITTEES

Section 11.1 Committees: Standing and Ad Hoc Committees shall be appointed by a majority vote of the Board members. The term of office for committee members shall be annual, or as determined by the Board based on the function of the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board members of any responsibility imposed upon it by law.

Section 11.2 Quorum: Unless otherwise provided in the resolution of the Board members designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 12.1 Contracts: The Board members may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 12.2 Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by those authorized officers or agents of the Chapter and in a manner as shall be determined by resolution of the Board members. In the absence of a specific determination by the Board members, the instruments shall be signed by the Secretary/Treasurer, following approval in the following manner:

- Expenses over $500.00 but less than $1,000.00: approval of one (1) Board officer (other than Secretary/Treasurer) required. The approval of the second Chapter Board member shall be documented in the Chapter Board meeting minutes and a second signature is not required on the check / instrument.
• Expenses $1,000.00 and over: approval of two (2) Board officers (other than Secretary/Treasurer) required. The approval of the 2 additional Chapter Board members shall be documented in the Chapter Board meeting minutes and the second and third signature are not required on the check / instrument.

Section 12.3 Deposits: All funds of the Chapter shall be deposited to the credit of the Chapter in the banks, trust companies or other depositaries as the Board members may select.

Section 12.4 Gifts and Donations: The Board members may accept on behalf of the Chapter any contribution, gift, or bequest for the general purposes or for any special purpose of the Chapter.

ARTICLE XV - DISSOLUTION

Section 15.1 Dissolution of the Chapter: Upon the dissolution of the Chapter, the Chapter’s assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any assets not so disposed shall be distributed to the ANIA Corporation. Should the Chapter be holding any assets at time of dissolution from a 501(c)(3) Corporation or any other organization that may be restricted in use, such assets shall be distributed in accordance with their restrictions.

ARTICLE XVII - NONDISCRIMINATION

Section 17.1 Nondiscrimination: The Chapter recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. The Chapter shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, Director, officer, member, contractor, or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex or age.

ARTICLE XVIII – AMENDMENTS TO BYLAWS

Section 18.1 Amendments: These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the Board of Directors or by the members. Any bylaw adopted, amended or repealed by the directors may be repealed, amended or reinstated by the members at the next meeting of members following such action, without further notice than this bylaw.

ARTICLE XIX – MISCELLANEOUS
These Bylaws were approved in accordance with law and the procedures set forth herein on 12/21/2016.

Kenneth Barnes, President, Scripps Health

Stephanie Dremel, Vice President, University of California, San Diego Health System

Kathy Topp, Secretary / Treasurer, Tri City Medical Center