

**ANA-NY**  
**Board of Directors Microsoft Teams Conference Meeting**  
**January 15, 2024**  
**1800-2000**

**PRESIDING:** Marilyn Dollinger

**PRESENT:**

**OFFICERS:** Tanya Drake, Phyllis Yezzo, Kimberly Velez

**DIRECTORS:** James Connolly, Giselle Gerardi, Theodora Levine, Seon Lewis-Holman, Sarah Miner

**ABSENT:**

**STAFF:** Jeanine Santelli and Deb Spass

**GUESTS:** Amy Kellogg

Topic	Discussion	Resolution
Called to order		Meeting was called to order at 6:00
Mission	The mission of ANA-NY is to foster high standards of nursing and promote the professional and educational advancement of nurses to improve health care for all.	Vice President Tanya Drake read the mission
Attendance	President Dollinger took attendance	Quorum has been established
Lobbyist Report Presented by Amy Kellogg	We are in full swing of the Legislative Session as of 1/3/24. The Governor delivered her State of the State address last week, and she will speak about the budget on 1/16. Reference to the folder for updates: Governor’s State of the State Address, the aspirational list the Governor would like to see done during this Legislative Session. Will see some of the Perennial issues, such as Medication Aids and/or Medical Assistants. Another issue will be the Birthing centers in the Capital Region, including the midwives that are recognized.	<a href="#">2024 First Day of Session.pdf</a> <a href="#">2024 State of the State.pdf</a> <a href="#">ANA-NY Testimony Workforce Issues (1).docx</a>

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	<p>One of the big things to be addressed is Scope of Practice. NP's are working to do standalone legislation.</p> <p>Briefing was done in December for legislators regarding Nurse Licensure.</p> <p>There was legislation discussed last month to have a Nurse on the Hospital Board. This could possibly result in an ANA-NY and NYSNA joint legislation.</p>	
<p>Announcements  Presented by Jeanine Santelli</p>	<p>Folders have been created for items in the agenda, in order to be able to navigate through the documents in a more organized fashion.</p> <p>NSO Annual Report</p> <p>Letter of contract termination from, Healthy Careers (HeC)</p> <p>ANA Awardees:  William Rosa  Josephine Agyei</p>	<p><a href="#">NSO Year in Review 2023.pdf</a></p> <p>Effective July 2024, all of the State Associations will lose their publisher. <a href="#">American Nurses Association - New York Termination Letter 1-10-24 (HEC).pdf</a></p> <p>Jeanine Santelli is exploring other publishers.</p> <p><a href="#">2024-01-10 Awardee Notification; W. Rosa.pdf</a>  <a href="#">2024-01-10 Awardee Notification; J. Agyei.pdf</a></p> <p>Jeanine will look into how best to spotlight the awardees through Social Media.</p>

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Topic	Discussion	Resolution
Consent Agenda	<p>Minutes of December 11, 2023  Minutes of 2023 Governing Assembly  Staff Reports</p> <ul style="list-style-type: none"> <li>i) ED</li> <li>ii) Program Manager</li> <li>iii) Communications <ul style="list-style-type: none"> <li>(1) Newsletter analytics</li> <li>(2) Conference app analytics</li> </ul> </li> </ul> <p>Committee Reports  I) Legislation</p>	Motion made by James Connolly and seconded by Teddi Levine to approve the Consent Agenda. The motion was unanimously approved.
President's Report Presented by Marilyn Dollinger	President Dollinger will post the final Brief of the Coalition of NYS Emergency Nurses and the NYS Emergency Physicians. The information will be e-mailed to everyone. Update from ANA – Debbie Hatmaker is the acting CEO of the Enterprise, which is the three organizations. The original CEO search was declared a failed search; a new search process is underway. M. Dollinger did the follow-up call with the NYSDOH Director for Healthcare Workforce Innovation on Workplace Violence. She connected this Director with NYONL Ed and President as essential stakeholders for workplace advocacy.	
Treasurer's Report Presented by Phyllis Yezzo	Finance Report Income reflects YTD \$902,204.23 compared to the 2023 budget YTD of \$887,008.00. Expenses YTD reflect \$936,677.93 compared to the 2023 YTD expense budget of \$950,669.54, \$13,991.60 better	See attached P&L <a href="#">ANA PL collapsed 12.31.23.pdf</a>

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Topic	Discussion	Resolution
	<p>than budget. Net Operating Income at the close of business in December was (&amp;34,473.70) compared to \$114,378.26 from 2022.  Investment Income is being maintained.  An Executive Session Finance was held on December 18, 2023 to revisit the 2024 Budget.</p> <p>The Treasurer has recommended that automatic transfers to Merrill-Lynch be suspended based on current cash flow.</p>	<p>Motion made by Vice President Drake and seconded by Gisselle Gerardi to temporarily suspend the automatic transfers. The motion was unanimously approved.</p>
Unfinished Business	<p>Committee Reports  i) Nursing Education Committee Nov &amp; Dec 2023  ii) Awards Committee  lii) Program Committee</p> <p>OA attendance at ANA-NY Lobby Day</p>	<p>Motion made by Teddi Levine and seconded by Vice President Drake to approve the 4 additional committee reports. The motion was unanimously approved.</p> <p>Motion made by Vice President Drake and seconded by Gisselle Gerardi to invite up to 2 members of each OA to the ANA-NY Lobby Day on May 7<sup>th</sup>. Theyn must attend the ANA-NY prep meeting and any support for travel etc. Is their organization’s responsibility. The motion was unanimously approved.</p>
New Business	<p>Proposal for PAC appointments</p> <p>Nomination for PAC appointment: Cathy Finlayson</p>	<p>Motion made by Tanya Drake and seconded by Seon Lewis-Holman to approve the procedure for the PAC appointments. The motion was unanimously approved.</p>

**ANA-NY  
Board of Directors Microsoft Teams Conference Meeting  
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Topic	Discussion	Resolution
	<p>Health Equity Task Force</p> <p>New Policy 2.3.1</p> <p>Member request to attend Board meetings</p>	<p>Motion made by James Connolly and seconded by Tanya Drake to nominate Cathy Finlayson as Treasurer of the PAC. The motion was unanimously approved.</p> <p>The purpose of the task force is to lay the ground work for ANA-NY to take action that will have a positive impact on Health Equity. The task force has to start with Board buy-in and leadership. M. Dollinger had a preliminary discussion with Kenya Beard who has agreed to meet with the group to start the planning process. No motion is needed at this Board Meeting – all Board members should think about how to become involved.</p> <p>Motion was made by Treasurer Phyllis Yezzo and seconded by Kimberly Velez to add Policy 2.3.1 to our current Policy schedule. The motion was unanimously approved.</p> <p>President Dollinger will reach out to the member to discuss ways to be more involved in ANA-NY and determine if the member has a specific reason for asking to attend all board meetings. Further details pending.</p>
Adjournment	The meeting was adjourned at 2005.	Motion made by James Connolly and seconded by Gisselle Gerardi to adjourn the meeting. The motion was unanimously approved.

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Topic	Discussion	Resolution
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Recorded by,

Deborah Spass, Program Manager

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## **February 2024 ED Report**

### Advocacy

- Contracted publisher for newsletter and JANANY
- Exhibited at NSANYS Conference

### Services

- 8,806 members
- Signed contract for 2026 conference venue

### Professional Promotion

- Draft LGBTQAI+ Health Equity white paper available for Board review and comment

### Educational Advancement

- Working through multiple approval processes for updated Child Abuse training requirements (CE approval and NYSED provider)



February 2024– Program Manager Submission for 2/19/24 Board Meeting

**2024 Annual Conference:**

- The code for the Board to register is BODmember24
- Currently have five exhibitors (3 complimentary and 2 paid)
- As of February 9th, there are 7 individuals registered for the full conference and Gala
- The entertainment for the Gala has been booked

**2026 Annual Conference:**

- Signed a contract for location – Hilton Garden Inn, Troy NY. November 12-14, 2026

**Future Exhibiting**

- Northeast Region, Incorporated of Chi Eta Phi Sorority – Atlantic City – 4/16-4/20/24
- ENA (Emergency Nurses Association) - Saratoga, NY – 4/25/24
- NPA (Nurse Practitioner Association) - Syracuse, NY – 4/26/24

**Social Event**

- Sip and Paints for Members and Non-members
  - 3/22/24 - MUSE – Garden City, NY
  - 3/23/24 - MUSE – White Plains, NY

Respectfully submitted,

Deb Spass



## **Committee Report to Board of Directors**

**Date of Meeting/Report: 02/01/2024**

**Committee: Legislation Committee**

**Committee Members:** Caroline Ledoux, Sarah Valentine, Heidi Cross, Michelle Slymon, Jacob Wilkins, Heid Hahn-Schroeder, Susan Dewey-Hammer, President Marilyn Dollinger, Susan Chin, Tara Zacharzuk-Marciano

**Board Liaison:** Sarah Miner

**Absent:** Maurene Schneider, Josephine Agyei, Faye Wang

**Staff:** Deb Spass

**Guests:** Amy Kellogg

**What are the defined goals/objectives for the committee and with which Strategic Goal do they align?**

Presentation and connection with the current NYS legislative agenda and representation of NYS government, in order to have familiarity with the NYS legislative process.

Provide guidance and recommendations for ANA-NY on NYS legislative issues and actions.

Committee discussion and actions align with the 5 legislative priorities that have been established for ANA NY for 2024.

**What are the success metrics/estimated timeline for those metrics for the committee?**

Attendance at monthly/bimonthly meetings

Provide guidance and recommendations to ANA NY on position for NYS legislation and actions as needed. Maintenance of a standing document with current NYS bills and ANA NY position on those bills.

Attendance at Albany lobby day for ANA NY on Tuesday May 7, 2024.

**What activity has the committee completed since the last report?**

Continued review of newly introduced bills and the new NYS budget for discussion and decision making regarding recently proposed and upcoming legislation.

**What resources (financial or human) are the committee requesting of the staff or BOD?**

Support from Program Associate, Support from ANA NY lobbyist Amy Kellogg

**Is there a motion from the committee?**

**Respectfully submitted by:**

**Sarah Miner RN, PhD**



## **Program Committee Report to Board of Directors**

**Date of Meeting/Report:** January 18, 2024, 16:30 - 1730

**Present:** Andrea Kabacinski (Chair), Seon Lewis-Holman (Board Liaison) , Jennifer Rosen, Jennifer Zuber-Bozek, Ebele Maduekwe, Nadia Joseph, Helen Pham, Michelle Caliva, Jenny Uguru, Josephine Agyei, and Lisa Chung

**Staff Present:** Jeanine Santelli and Deb Spass

**ABSENT:** Megan Scali

### **What are the defined goals/objectives for the committee and with which Strategic Goal do they align?**

The 2024 goals are noted below:

1. Increase membership participation in monthly offerings by 10%, by the end of 2024.
2. Increase the engagement of RNs in the upstate region in terms of attending programs.
3. Continue to offer wellness and clinical topics to RNs, offering contact hours.
4. Develop Program/topics that appeal to younger nursing colleagues.

### **What are the success metrics/estimated timeline for those metrics for the committee?**

1. 10% increase from 2023
2. 20% increase based on metrics from 2023
3. New topics on wellness and other clinical conditions offered for 2024
4. Increase membership of younger nurses as compared to 2023 by 15%

### **What activity has the committee completed since the last report?**

Planning of 2024 events/workshop:

Dates set of Prudential Financial Wellness presentations.

Resilience Workshop presentation date(s) set for June. Application for program and CEUs completed and sent for review.

2024 Member Mixer discussed/ Muse Paint Bar Activities planning under review.

Planning for Annual Beach Clean-Up for Spring underway

Discussion requesting the formation of a Young Professionals Special Interest group:

Requesting ANA-NY BOD guidance

Work-group formation underway; this workgroup will write a proposal for SIG

**What resources (financial or human) are the committee requesting of the staff or BOD?**

Guidance to start special interest group to focus on younger nurses to join ANA-NY

**Is there a motion from the committee?**

None

**Respectfully submitted by: Seon Lewis-Holman**



## **Education Committee Report to Board of Directors**

**Date of Meeting/Report:** January 16<sup>th</sup> 2024

**Present:** Joanne Lapidus-Graham, Leticia Rios, Heidi Reed, Doreen Rogers, Aliza Ben-Zacharia, Briana Augustin, Kady Hoistion, Jessica Varghese, Nancy Maggio, Sarah Marshall, Christina Bierling, Giselle Gerardi, Jeanine Santelli and Deb Spass

**ABSENT:** Suzanne Elle, Richardeanea Theodore, and Tara Zacharzuk-Marciano

**What are the defined goals/objectives for the committee and with which Strategic Goal do they align?**

Provide timely and accurate information and education to all stakeholders.

Seek out and promote innovative services and benefits that support member's needs.

**What are the success metrics/estimated timeline for those metrics for the committee?**

Including at least one article in the ANA Newsletter from the education committee

**What activity has the committee completed since the last report?**

C. Bierling submitted an article for the ANA-NY newsletter on gamification

Discussed topics of interest for future meetings

**What resources (financial or human) are the committee requesting of the staff or BOD?**

None

**Is there a motion from the committee?**

No

**Respectfully submitted by:**

Giselle Gerardi, PhD, RN

# Fw: ANA-NY OA Application - NYS Council of Perioperative Registered Nurses

Program Associate <programassociate@anany.org>

Wed 2/7/2024 3:03 PM

To: Executive Director <executivedirector@anany.org>

Here you go!

Deb Spass, MEd.  
Program Manager

ProgramAssociate@anany.org

[www.ANANY.org](http://www.ANANY.org)

518-949-9254

150 State Street, 4<sup>th</sup> Floor  
Albany NY 12207

**From:** NYS Council of Perioperative Registered Nurses <noreply@jotform.com>

**Sent:** Tuesday, February 6, 2024 6:02 PM

**To:** Program Associate <programassociate@anany.org>

**Subject:** Re: ANA-NY OA Application - NYS Council of Perioperative Registered Nurses

## ANA-NY OA Application

Organization Name NYS Council of Perioperative Registered Nurses

Primary Contact Deborah Spratt

Address Street Address: 2133 N Littleville Rd  
City: Avon  
State / Province: New York  
Postal / Zip Code: 14414

Primary Contact Phone Number (585) 7333563

Primary Organization Phone Number (585) 7333563

E-mail dspratt@rochester.rr.com

Website/Facebook AORN Periop

Number of Members (Note: Annual renewal of \$100 is due January) 10 Chapters

Year Incorporated N/A

Annual or Biennial Meeting? When?	Annual At AORN EXPO
Number on Executive Board	4
Number of RNs on Executive Board	4

You can [edit this submission](#) and [view all your submissions](#) easily.



## Board

Chair - Deborah Spratt MPA, BSN, RN, CNOR, CRCST, CHL

Co-Chair and treasurer - Elizabeth Pincus, MSN, MBA, RN, ACNS-BC, CNS-CP, CNOR

Vice Chair- Richard Dorritie PhD MSN BS RN CNOR

Secretary- Pat Gussey MSN BSN RN CNOR

I can send you the Bylaws , Mission and Purpose from our national organization [AORN] but we have not formalized nor made any changes from National's position except to focus on NY activities.

I am attaching a draft of our meeting at EXPO last year.

## Mission

AORN defines, supports, and advocates for patient and staff safety through exemplary practice in all phases of perioperative nursing care using evidence-based guidelines, continuing education and clinical practice resources.

## Vision

AORN will provide indispensable evidence-based resources to establish the standards of excellence for each phase of perioperative nursing care to achieve optimal outcomes for every patient, every time.

## Values

Innovation: Taking courageous and bold actions for growth and sustainability.

Communication: Exemplifying respect, collaboration, transparency and honesty.

Quality: Ensuring accountability and excellence.

Diversity, Equity & Inclusiveness: Promoting fairness, valuing differences, considering all perspectives.

Achievement: Achieving our mission, realizing the vision.

<https://www.aorn.org/get-involved/aorn-governance/bylaws#:~:text=AORN%20bylaws%20are%20developed,at%20the%20annual%20Congress.>



AORN NYSCORN Meeting April 3, 2023

The meeting was called to order at 6:35 am by Deborah Spratt 3305 San Antonio TX

**Chapters present:** 3302- Eastern New York, 3303- Long Island, 3304- New York City, 3305- Upstate, 3306-Westchester 3316 - Brooklyn,

**Chapters absent:** 3307-Western NY, 3310– Mid Hudson, 3311– Mohawk Valley, -Twin Tier.

TOPIC	DISCUSSION	ACTION
1.Last Meeting’s Minutes	1. The minutes of March 22, 2022 were e-mail for chapter review.	1.approved as written
2. Introduction of Officers	2.Chair: Deb Spratt Co-chair/treasurer: Liz Pincus Acting Secretary: Pat Gussey	2.Informational
3 Smoke Evacuation Legislation in New York	3. Status, update & next steps Introduction Jennifer Pennock, Associate Director Government Affairs. Implementation law is our next step. Working with Department of Health. Letter is being drafted to Dr. James McDonald Commissioner New York State Department of Health New York is the 10 <sup>th</sup> state to pass Smoke evacuation bill into law.	3. Bill signed into law Jan 2023 Get word out support implementation of the law. Resources that are available “Go Clear”, AORN Web site. Also contact Jen at AORN Headquarters.
4. Other New York Nursing Legislation	4. NYONL Legislative session priorities 2023 Link to be provided for member information	4.Link:



AORN NYSCORN Meeting April 3, 2023

<p>5. Treasure Report-Liz Pincus</p>	<p>5. Current balance - \$4,483.11          Motion to donate \$500.00 to Foundation          Dues are due by ALL chapters for 2022-\$100.00          Chapters in attendance can turn in their dues to Liz or obtain her mailing address to send them.          Dues collected:          3303-Long Island          3304-NYC          3305-Upstate          3306-Westchester          3316-Brooklyn</p>	<p>5. Informational</p>
<p>6. Introduction</p>	<p>6. Liz Pincus           David Reinhardt-Board of Directors          Jeff King-Nominating Committee</p>	<p>6. Recognized our next AORN President from NEW YORK!!!</p>
<p>7.. Introduction of Candidates attended</p>	<p>7. a. 2024 Council meeting at Expo-Deb will look into a Sunday afternoon time.          b. 36 New York delegates were seated          c. 11 Chapters recorded in New York State          d. Number of AORN members in New York State          e. Be sure to vote</p>	<p>7. Informational</p>
<p>8, Other Business</p>	<p>8. a. 2024 Council meeting at Expo-Deb will look into a Sunday afternoon time.          b. 36 New York delegates were seated          c. 11 Chapters recorded in New York State          d. Number of AORN members in New York State          e. Be sure to vote</p>	<p>8.. Informational</p>
<p>9. OR Nurse Link</p>	<p>9. Issues with OR Nurse Link           The meeting adjourned at 7:35am</p>	<p>9.OR Nurse Link to be replace</p>
<p>10. Information provided after NY State Council Meeting</p>	<p>10..Voting Results          a. 2,618 delegates registered          b. 1,741 delegates voted</p>	<p>10.. Informational</p>



AORN NYSCORN Meeting April 3, 2023

<p>Respectfully submitted by: Pat Gussey MSN BSN RN CNOR</p>	<p>c. 2,220 AORN members in New York State</p> <p>d. Election results: President Elect- Nakeisha Archer Treasurer-Heide Nanavati Board of Directors     Lisa Bailey     Laura Gayton     Tracey Penaloza     David Reinhart Nominating Committee     Natalie Jones     Stella Yau</p>	



AORN NYSCORN Meeting April 3, 2023

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# Fw: ANA-NY OA Application - Capital District Nursing Reseach Alliance

Program Associate <programassociate@anany.org>

Mon 2/12/2024 9:39 AM

To:Executive Director <executivedirector@anany.org>

Here you go!

Deb Spass, MEd.  
Program Manager

ProgramAssociate@anany.org

[www.ANANY.org](http://www.ANANY.org)

518-949-9254

150 State Street, 4<sup>th</sup> Floor  
Albany NY 12207

**From:** Capital District Nursing Reseach Alliance <noreply@jotform.com>

**Sent:** Friday, February 9, 2024 10:27 AM

**To:** Program Associate <programassociate@anany.org>

**Subject:** Re: ANA-NY OA Application - Capital District Nursing Reseach Alliance

## ANA-NY OA Application

Organization Name Capital District Nursing Reseach Alliance

Primary Contact Marie Kaye DNS, RN

Address Street Address: 2113 Western Ave  
Street Address Line 2: CDNRA  
City: Guilderland  
State / Province: NY  
Postal / Zip Code: 12084

Primary Contact Phone Number (518) 441-8914

Primary Organization Phone Number (518) 728-1718

E-mail mariekaye@msn.com

Website/Facebook <https://cdnra.nursingnetwork.com/>

Upload a copy of your Organization's Mission and Purpose [Capital District Nursing Research Alliance Mission and Objectives .pdf](#)

Number of Members (Note: Annual renewal of \$100 is due January)	\$100: 1-100 RN members
Year Incorporated	2015
Annual or Biennial Meeting? When?	Annual, May of each year
Number on Executive Board	5
Number of RNs on Executive Board	5
Upload a copy of your bylaws and a current list of board members	<a href="#">CDNRA Bylaws approved 05.14.2020.pdf</a> <a href="#">Capital District Nursing Research Alliance Board of Directors.pdf</a>

You can [edit this submission](#) and [view all your submissions](#) easily.

Capital District Nursing Research Alliance Board of Directors

President: Colleen Carmody, EdD, RN, CNS

Vice-president: Patricia Cannistraci, DNS, RN, CNE

Treasurer: Victoria A. Callagan, EdD, RN

Secretary: Nicole Helstowski, PhD, RN, NE-BC

Director-at-large: Deborah Smithers, DNP, RN



**Mission:** The purpose of the Capital District Nursing Research Alliance is to facilitate the development and collaboration of nursing students, nurses, and nursing scholars to conduct, disseminate, and translate research findings into evidence-based practice.

Objectives of the Capital District Nursing Research Alliance are to:

1. Create, nourish, and sustain a collaborative culture for nursing research and evidence-based practice.
2. Facilitate the conduct and use of nursing research to support practice.
3. Promote awareness of nurses as scholars and researchers, making visible their contributions to nursing, healthcare, and society.

**Capital District Nursing Research Alliance, Inc.**  
**BYLAWS**

**Article 1**  
**Name**

**Section 1.1** The name of this organization shall be the Capital District Nursing Research Alliance, Inc. (hereafter referred to as the "Alliance" or "CDNRA").

**Article 2**  
**Purpose and Objectives**

**Section 2.1** The purpose of the Alliance is to facilitate the development and collaboration of nursing students, nurses, and nursing scholars to conduct, disseminate, and translate research findings into evidence-based practice.

The objectives of the Alliance are to:

1. Create, nourish, and sustain a collaborative culture for nursing research and evidence-based practice.
2. Facilitate the conduct and use of nursing research to support practice.
3. Promote awareness of nurses as scholars and researchers, making visible their contributions to nursing, healthcare, and society.

**Article 3**  
**Members**

**Section 3.1** Members of the Alliance shall include nurses and others from the health care, academic, and nursing communities who foster the Alliance's purpose in the Capital District

**Section 3.2** The Alliance shall consist of a minimum of eleven (11) members, inclusive of the Board of Directors, and shall not be limited.

**Section 3.3** Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members of the Alliance, except the President.

**Section 3.4** All applicants for membership shall complete an electronic membership form and submit payment of the annual dues.

**Section 3.5** Members may resign at any time by submitting a letter to the Secretary of the Alliance.

**Article 4**  
**Meetings of the Members**

**Section 4.1** Regular meetings of the Alliance Members shall be held at least four times a year, inclusive of the annual meeting and on an as-needed basis.

**Section 4.2** Special meetings of the Alliance Members may be held on call of the President, or by any three (3) Members of the Alliance.

**Section 4.3** A notice communicating the date, time, and location of each meeting, including special meetings, shall be emailed to each Member not less than three (3) days before each meeting.

**Section 4.4** An annual meeting of the Alliance Members shall be held in May.

**Section 4.5** A quorum for the purpose of holding a meeting of the Members shall consist of no less than 15% of the Alliance Members.

**Section 4.6** Whenever Members are required or permitted to take any action by vote, such action may be taken in person or via telephone conference during a scheduled meeting, or by electronic or paper ballot.

## **Article 5 Management of the Alliance**

**Section 5.1** The Alliance shall be managed by the Board of Directors, hereafter referred to as Directors, and shall consist of not less than five (5) Directors. At each annual meeting of the Members, the Members shall elect Directors to hold office according to the schedule specified in Article 7.2 of this document, or until her/his successor has been elected or until her/his resignation or removal.

**Section 5.2** The number of Directors may be increased from time to time by a majority vote of the Members.

**Section 5.3** Newly created Directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by a vote of the Members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor or until the next annual meeting of the Members, whichever is shorter.

**Section 5.4** Removal of Directors.

Any or all of the Directors may be removed for cause by a majority of the votes cast on the proposed removal by the Members. Directors may be removed without cause only by vote of 75% of the votes cast on the proposed removal by the Members.

**Section 5.5** Resignation.

A Director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.6** Quorum of Directors.

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.

**Section 5.7** Action of the Board.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. The voting may take place through videoconferencing, over the phone, and in person.

Action may be taken by the Board or a Board Committee without a meeting if all Directors voted unanimously without abstention in the affirmative for the proposition or resolution in writing, transmitted via fax or email. The email address must be one that was verified quarterly by the Board Secretary. Any resolution adopted on unanimous written consent will be filed with the applicable Board or Board Committee minutes.

## **Article 6**

### **Meetings of the Board of Directors**

**Section 6.1** Regular meetings of the Board of Directors shall be held at least four times a year or as-needed basis.

**Section 6.2** Special meetings of the Board of Directors may be held on call of the President, or by any three (3) Directors.

**Section 6.3** A quorum for the purpose of holding a meeting of the Directors shall consist of a majority of the Board of Directors.

**Section 6.4** An annual meeting of the Board of Directors shall be held in May, immediately following the annual meeting of the Members at the place of such meeting of the Members.

**Section 6.5** A notice communicating the date, time and location of each meeting shall be emailed to the designated representative of each Director not less than three (3) days before each meeting.

## **Article 7**

### **Directors**

**Section 7.1** The Members shall elect the Directors to the following offices of the Alliance, who shall have such duties, powers and functions as hereinafter provided. All Directors shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of the Members. Each Director shall hold office, commencing in July, for the term for which she/he is elected or appointed and until her/his successor has been elected or appointed:

- a) President
- b) Vice-President

- c) Secretary
- d) Treasurer
- e) Director-At-Large

**Section 7.2** The elected officers of the Alliance will be elected biennially, to a two (2) year term, as set forth herein. President, Treasurer, and Director-At-Large elected in odd years. The Vice President and Secretary in even years.

**Section 7.3** The Directors shall be elected from a ballot prepared by the Governance Committee. Interested persons for the slate shall submit her/his intent for any open position to the chair of the ad hoc committee.

**Section 7.4** No Directors shall serve more than two consecutive terms in the same office nor be eligible again for that office until after an interval of two (2) years.

**Section 7.5** In the event of a vacancy in the office of President, the Vice President shall become the President for the duration of the term. In the event a vacancy in the office of Vice President, Secretary, Treasurer, or Director-at-Large occurs, the office shall be filled by appointment by the President until the next regularly scheduled meeting of the Members, when the Members shall elect a new officer to fill the vacancy for the remainder of that term.

## **Article 8 Duties of Directors**

**Section 8.1** The President shall:

- Preside at all Alliance meetings.
- Appoint committee chairs and co-chairs and special committees.
- Represent the Alliance at meetings of interest and have the sole authority to speak on behalf of the Alliance with the media.
- Prepare the Agenda for all meetings.
- Have the authority to make payments of the organization's debt.
- The President shall have supervision of the establishment of the general policies of the Alliance.
- Perform all other duties required to be performed by these Bylaws and such as may be prescribed from time to time by the Board.

**Section 8.2** The Vice President shall:

- Assume the duties of the President in his/her absence.
- Act as parliamentarian.

**Section 8.3** The Secretary shall:

- Maintain records of the proceedings of all Alliance meetings.
- Maintain a database of membership.
- Notify officers and committees of their election or appointment.
- Send out notices of all meetings.
- Furnish each Member with an electronic copy of minutes and agenda of each meeting prior to the next meeting.
- Submit historical records to the Archives at the Foundation.

**Section 8.4** The Treasurer shall:

- Keep an accurate record of receipts and payments.
- Pay bills promptly.
- Present a budget to the Members at the annual meeting.
- Submit a written financial report at least annually.
- Collaborate with the accountant as needed.
- Ensure the financial statements are submitted, as required by law.
- Assist with audits.

**Section 8.5** The Director-At-Large shall:

- Assume such duties as may be delegated by the President from time to time.

## **Article 9 Fiscal Internal Controls**

**Section 9.1** The fiscal year of the Alliance shall be July first to June thirtieth.

**Section 9:2** Each disbursement of funds shall be reviewed and approved by a second member of the Board. It will be the responsibility of the Treasurer to execute the disbursement of the funds in the name of the Alliance for all contracts authorized either generally or specifically by the Board.

## **Article 10 Committees**

**Section 10.1** There will be three standing committees: Research; Education & Program, and Governance Committees. Any Member may serve on a committee of the Alliance, except that chairs of other committees and members of the Executive Board may not serve on the Governance Committee.

**Section 10.2** Research Committee: the purpose of this committee is to support and promote collaborative research throughout the Capital District.

**Section 10.3** Education & Program Committee: the purpose of this committee is to bring programs that contribute to the development and dissemination of evidence-based practice and research to the Capital District.

**Section 10.4** Governance Committee: the purpose of this committee is to assist the Board in carrying out its due diligence function related to effective development and operation of the Board, its committees and task forces, and performance of the individual Board member.

**Section 10.5** The President may appoint ad hoc committees as necessary to carry on the affairs of the Alliance, as may be appropriate or required from time to time

### **Article 11 Amendments**

The bylaws may be adopted, amended or repealed by the Members at the time they are entitled to vote in the election of Directors. Bylaws may also be adopted, amended, or repealed by the Directors, but any bylaw adopted, amended, or repealed by the Directors may be amended by the Members entitled to vote thereon as hereinbefore provided. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Directors, there shall be set forth in the notice of the next meeting of Members of the election of Directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

### **Article 12 Indemnification**

The Alliance may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that s/he, his/her testator or intestate was a director, officer, employee or agent of the Alliance, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

### **Article 13 Prohibition of Political Activity**

The organization shall not participate in propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Article 14 Dissolution of the Organization**

Upon membership approved dissolution of the organization, the Alliance will follow the New York State guidelines for dissolution of a not-for-profit organization.

**Approved at the Planning meeting, New Board April 29, 2015**

**Approved by the Membership, June 26, 2015**

**Bylaws changes drafted by the Board at a meeting on May 6, 2016**

**Approved by the membership, May 20, 2016**

**Bylaws changes drafted by committee clarifying language March 10, 2017**

**Approved by the membership April 14, 2017**

**Changes drafted 12.19**

**Changes approved by the membership May 14, 2020**