

SANTA CLARA COUNTY CHAPTER
of
American Association of Diabetes Educators

BYLAWS

Original 1983

Revised 1988

Revised 2000

Revised 2001

Revised 2003

Revised 2005

Revised 2006

Revised 2007

Revised 2008

Revised 2009

SCCCAADE Bylaws Table of Contents

Table of Contents

AADE Code of Ethics

Goals and Objectives of SCCCAADE

Article I Name

Article II Purpose

Article III Membership

Section 1 Categories

Section 2 Qualifications & Privileges

Section 3 Application

Section 4 Standing

Section 5 Resignation

Section 6 Transfer of Membership

Article IV Finances

Section 1 Dues

Section 2 Fiscal Year

Section 3 Maintenance of Funds

Section 4 Scholarship Funds

Article V Meeting and Voting

Section 1 Meeting

Section 2 Voting

Section 3 Quorum

Article VI Board of Directors

Section 1 Composition

Section 2 Term

Section 3 Duties

Section 4 Meetings

Section 5 Quorum

Article VII Officers

Section 1 Name

Section 2 Eligibility

Section 3 Term

Section 4 Vacancy

Section 5 Duties

Article VIII Nominations and Elections

Section 1 Election

Section 2 Nomination

Section 3 Election Procedure

Article IX Committees

Section 1 Definitions

Section 2 Governance Committees

Section 3 Strategic Committees

Section 4 Duties of Governance Committees

Section 5 Other Committees and Task Force

Article X Dissolution

Article XI Amendments

AADE CODE OF ETHICS

Members of the American Association of Diabetes Educators subscribe to this Code of Ethics as a statement of the ethical principles of the diabetes education profession.

Ethical decisions and actions reflect the interests of the person with or at risk for diabetes. This code represents the values of the profession and provides guidance for professional behavior.

The diabetes educator:

- Respects and upholds basic human rights;
- Demonstrates professional integrity;
- Maintains patient confidentiality;
- Discloses all potential or perceived conflicts of interest when appropriate;
- Respects the uniqueness, dignity, and autonomy of each individual;
and
- Accepts responsibility and accountability for professional competence.

GOALS

It shall be the goal of the Santa Clara County Chapter, American Association of Diabetes Educators to:

Organize and maintain a viable local organization, namely SCCCAADE.

Provide educational opportunities for the professional growth and development of SCCCAADE membership.

Promote and aid the growth and development of quality education in the Santa Clara County for the Diabetic community.

Foster communication and cooperation among individuals and organizations involved in diabetes education, locally and nationally

OBJECTIVES

To provide educational opportunities for interested individuals, professional and nonprofessional, by providing speakers from peer groups, the community, and the nation.

To promote and support the goals and objectives of the national chapter through encouragement in participation in the national organization.

To foster the development of quality consumer education in the community as demonstrated by programs for the people with diabetes and their family.

To foster communication through the exchange of knowledge and information in cooperation with the local ADA chapter, The Diabetes Society, and the San Jose Peninsula Dietetic Association.

AMERICAN ASSOCIATION OF DIABETES EDUCATORS
CHAPTER BYLAWS OF THE SANTA CLARA COUNTY CHAPTER AMERICAN
ASSOCIATION OF DIABETES EDUCATORS

ARTICLE I - NAME

Section 1. The name of this organization shall be the SANTA CLARA COUNTY CHAPTER of the AMERICAN ASSOCIATION OF DIABETES EDUCATORS, referred to herein as SCCCAADE, a chapter of the American Association of Diabetes Educators, Inc., referred to herein as AADE. This chapter was formed June 21, 1983.

ARTICLE II – PURPOSE

AADE 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.

Section 1. The purpose of this chapter shall be to provide educational opportunities, promote and support the goals and objectives of the national organization, and foster communication through the exchange of knowledge and information.

ARTICLE III - MEMBERSHIP

All chapter members **are encouraged to be** a member in the national AADE.

Section 1. CATEGORIES. Membership categories shall be Active, Associate, Honorary, and **Student**.

Section 2. QUALIFICATIONS AND PRIVILEGES. The categories and privileges for the various categories of membership include:

- 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 includes one who is employed by a company that is in the business of sales or marketing of diabetes pharmaceuticals, supplies or equipment. An Active Member shall have all the privileges of membership, which include the right to vote, to make nominations, and to chair, serve and vote on committees.
- b. *Associate Member* shall be a person with an interest or involvement in diabetes education who does not qualify for other member categories. An Associate Member shall have all the privileges of membership except the right to vote, to make nominations, or to stand for elective office or chair committees. An Associate Member may serve on committees and vote on committees but may not chair committees.
- c. *Honorary Membership* may be awarded by the Board of Directors to an individual in recognition of outstanding service to the field of diabetes education. An Honorary Member shall have all the privileges of membership except the right to vote, and to make nominations. An honorary member may serve on committees and vote on committees but may not chair committees.

- d. *Student Membership* shall be any student or trainee in any health profession program. Student membership shall be granted when accompanied by evidence of enrollment in a health profession program. A student Member shall not have the right to vote, to make nominations, or to stand for elective office or a directorship position. A Student Member may serve on committees and vote on committees but may not chair committees.

Section 3. APPLICATION FOR MEMBERSHIP.

- a. An applicant for membership shall complete a membership application form provided by the chapter and submit the completed application with the first year's dues to MEMBERSHIP CHAIR. The applicant, by such application and as a condition for membership, shall subscribe to the principles and Code of Ethics of AADE.
- b. The Board of Directors has the discretion to review any questionable application. If the applicant does not meet the above mentioned criteria the Membership Chair will inform the applicant their application has been denied.

Section 4. GOOD STANDING. A member whose dues are paid for the current membership year shall be considered a member in good standing. All membership privileges shall cease if the dues are not paid within 90 days after the start of the membership year.

Section 5. RESIGNATION. Any member may, upon written request to the PRESIDENT, withdraw from membership, but upon such resignation shall not relieve the member so resigned of the obligation to pay any dues or other charges accrued and unpaid. No dues or fees shall be refunded to any person whose membership terminates for any reason after the passage of the first 60 days of the membership year.

Section 6. TRANSFER OF MEMBERSHIP. Yearly membership is non-transferable.

ARTICLE IV – FINANCES

Section 1. DUES. All categories of membership **except honorary** shall pay such annual dues as recommended by the Board of Directors and the general membership from January 1 – December 31.

Section 2. FISCAL YEAR. The fiscal year of SCCCAADE shall be January 1 – December 31.

Section 3. MAINTENANCE OF FUNDS. The treasurer shall be the keeper of the funds. All dues shall be deposited in an FDIC bank and two signatures shall be required to open the account. All current officers or members of the Board of Directors are able to provide the second required signature.

Section 4. SCHOLARSHIP. Scholarship funds will be available pending Board of Directors approval.

ARTICLE V – MEETINGS OF MEMBERS AND VOTING

Section 1. GENERAL MEMBERSHIP AND BUSINESS MEETINGS.

- a. SCCCAADE membership shall meet a minimum of five times per year. The annual business meeting, held in November, shall incorporate the election of officers.
- b. Written notice of the place, day, and time of general membership and business meetings shall be published in the **newsletter** and/or emailed to all members not less than 30 nor more than 60 days before the date of the meeting. The time and place for the meetings will be designated by a vote from the Board of Directors and in conjunction with the Program Committee. Non-members attending the meetings will be charged \$10.00.
- c. Any general membership and business meeting may be postponed or canceled for cause provided a written or email notice of such action is sent to all of the members at least 30 days prior to the scheduled meeting date.
- d. Special meetings shall be called by the President as necessary provided a written and/or email notice of such action is sent to the membership prior to the meeting date.
- e. Printed and/or email notice stating the day, hour, place, and agenda for upcoming meetings shall be sent to each member not less than seven days prior to the date of said meeting.

Section 2. AUTHORITY OF MEMBERS AND VOTING.

- a. Individuals meeting the requirements for Active membership and having paid chapter dues are eligible to vote. Proxy votes will be recognized. A vote by mail or telephone may be authorized by the Board of Director or as specified in these bylaws.
- b. The voting membership shall make decisions for SCCCAADE by receiving reports and adapting policy, by amending bylaws on recommendation of the Board of Directors, by electing officers, by adapting changes in the budget, by conducting other business which may come before it, by serving on a committee(s), or by serving as an Officer or on the Board of Directors.

Section 3. QUORUM. Eight voting members shall constitute a quorum at a general meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board shall be composed of:

- a. The Past President, elected officers (President, Secretary, and Treasurer), and

Chairs of the Membership, Legislative, and Publication Committees.

b. The slate for the Board of Directors and Officers will be placed on a ballot for election by the general membership. If there are no members slated for the Board of Directors, the current officers and two past officers will comprise the Board.

Section 2. TERM OF DIRECTORSHIP. Shall be as specified in Article VII, Section 3. Past Board members may also participate in an advisory capacity if requested by the President.

Section 3. DUTIES. The Board of Directors shall serve as the governing body of SCCCAADE 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 adapt such rules and regulations for the conduction of its business as shall be deemed advisable.

Section 4. MEETINGS. The Board shall meet **at least five** times a year. The President may call special meetings upon notification. A vote by proxy, mail, e-mail, or telephone is authorized when necessary.

Section 5. QUORUM. A quorum for the Board of Directors shall constitute 2/3rds of the elected members or a minimum of 3 members.

ARTICLE VII – OFFICERS

Section 1. NAME. The elected officers of SCCCAADE shall be President, President-elect, Secretary, and Treasurer.

Section 2. ELIGIBILITY. Only a licensed or credentialed member may serve as an elected officer.

Section 3. TERM. All officers shall hold office for a term of 1 year and shall take office on or before January 1st except for the treasurer who will serve a 2 year term. Any one office shall not be held for longer **than 3** consecutive terms by any one person.

Section 4. VACANCY. In the event the office of the President becomes vacant, the President-elect shall serve as the president for the remainder of the term. In the event the President-elect cannot serve, the Secretary will assume the office of President. The Secretary will then arrange for a special election to name a new President and President-elect. The Board of Directors may aid in the planning of the special election.

Section 5. DUTIES.

- a. *President* - The president shall serve as presiding officer of all regular and special meetings of the general membership and the Board of Directors. The president shall cast the deciding vote in the case of a tie, be an ex-officio member of every committee, make all required appointments **of special committee chairs**, and perform such other duties as are assigned by these bylaws or the Board of Directors. The president has the right to call special meetings of the membership with a ten day notice. The president will pass on any and all documents relating to the office to the newly elected officer within 30 days of the election. **The President will maintain a binder with the current and past two years of minutes and newsletters.**

b. *President-elect* - The President-elect shall assume the duties of the President in the absence of the president and succeed to the office of President in the event of a vacancy. The President-elect shall automatically succeed to the office of President for the next term, perform the role of Parliamentarian at all meetings, perform such duties as assigned by these bylaws or the Board of Directors, and be the Chair of the Professional Education Committee. The president-elect will pass on any and all documents relating to the office to the newly elected officer within 30 days of the election.

c. *Secretary* - The Secretary will oversee the proper recording of the proceedings of all meetings and any correspondence necessary for the organization and perform such other duties as assigned by these bylaws or the Board of Directors. The Secretary shall endorse all legal documentation requiring the signature of SCCCAADE. The secretary will pass on any and all documents relating to the office to the newly elected officer within 30 days of the election.

d. *Treasurer* - The Treasure shall supervise the financial affairs of the association, prepare and present an annual budget to the board, and take appropriate actions regarding the finances of SCCCAADE at the direction of the Board of Directors and perform such other duties as assigned be these bylaws or the Board of Directors. A written financial report shall be submitted to the General Membership at each meeting and filed. The treasurer will pass on any and all documents relating to the office to the newly elected officer within 30 days of the election of a new treasurer. The treasurer will keep 7 years of records for audit purposes.

e. *Immediate Past President* - The Immediate Past President shall chair the Nominating Committee and shall perform such other duties as are assigned by these Bylaws and the Board of Directors.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. ELECTIONS. Annually, there shall be the election of President, President-elect, and Secretary. Every two years, on even numbered years, there will also be an election of a Treasurer.

Section 2. NOMINATIONS.

a. The Nominating Committee shall present to the voting membership of SCCCAADE a slate of at least one candidate for each of the elective offices of President, President-elect, and Secretary. Every two years, on even numbered years, the ballot will also include at least one candidate for Treasurer.

b. Licensed or credentialed members of SCCCAADE and current members of the Board of Directors are eligible for write-in candidacy for elective officer's positions in accordance with approved policies and procedures.

Section 3. ELECTION PROCEDURE.

a. The Nominating Committee shall present a slate of at least one candidate per office as a written ballot for voting by the membership at the November meeting. Nominations from the floor will be accepted.

b. A majority of votes by all eligible voting members will designate the new officers.

c. In the event that any elective position is uncontested through the nominating and write-in candidacy provisions of these bylaws, the nominee proposed by the Nominating Committee shall be deemed elected to the position.

e. The newly elected officers shall assume their responsibilities on January 1st of each year.

ARTICLE IX – COMMITTEES

Section 1. **DEFINITIONS.** The Association shall establish *governance* and *strategic* committees. Governance committees shall pursue the governance and fiduciary responsibilities of the Association. Strategic committees shall work to advance the strategic plan of the Association. The President upon approval by the Board of Directors shall appoint the chair of all the committees except the Nominating Committee. All chairs must be Active Members.

Section 2. **GOVERNANCE COMMITTEES.** Governance committees shall be:
Bylaws/Policies and Procedures, Strategic Planning, Nominating, and Finance.

Section 3. **STRATEGIC COMMITTEES.** Strategic committees of the Association shall be established and charged with advancing the specific goals and objectives defined in the strategic plan of the Association.

Section 4. **DUTIES OF GOVERNANCE COMMITTEES.**

a) *Bylaws/Policies and Procedures Committee* shall review and maintain the currency of the SCCCAADE chapter Bylaws and recommend amendments as necessary to be consistent with the bylaws of AADE. The chairperson will provide current bylaws to the Bylaws chair of AADE when changes are made.

b. *Strategic Planning Committee* will keep the association focused on its mission and goals. The incoming Chair, appointed by the incoming President, will be selected from the Board of Directors.

c. *Nominating Committee* shall be composed of the Immediate Past President as chair. Other Past Presidents are encouraged to participate on this committee. The board of directors may appoint this committee. The Nominating Committee shall function as specified in Article VIII.

d. *Finance Committee* will oversee the finances of the association and review the financial records of SCCCAADE yearly at the end of the fiscal year. The Treasurer will chair this Committee. The members will be the current President and treasurer, President-elect, newly elected treasurer, and a member of the general membership.

Section 5. OTHER COMMITTEES AND TASK FORCES. The Board may establish, configure and dissolve other committees as necessary for the effective conduct of the Association's business. The President may establish, configure and dissolve task forces and may appoint special committees. The other committees will be the:

a. *Membership Committee* shall periodically review membership requirements, assist with membership recruitment, review and approve applications for membership, be responsible for compilation of the membership roster for general distribution and issue cancellation of membership for nonpayment of dues, members who do not comply with these or the national bylaws, or voluntary cancellation.

b. ***Community Outreach* shall coordinate all activities that foster communication and cooperation among individuals and organizations involved in diabetes education, locally and nationally.**

c. *Professional Education Committee* will be chaired by the President-elect and shall arrange for educational programs of diabetes related subjects for health professionals at the general membership meetings, arrange for other educational seminars as directed by the board of directors, and co-ordinate the awarding of diabetes education related scholarships.

d. ***Publication Committee* shall be responsible for the SCCCAADE newsletter, draft policy statements for publication, and oversee the maintenance of the chapter website.**

e. *Legislative Committee* shall report to the general membership regarding current diabetes related legislative issues.

ARTICLE X – DISSOLUTION

If this association is dissolved at any time, its assets shall be distributed to a not for profit diabetes related organization. The specific organization will be voted on either by the membership prior to dissolution or the Board of Directors.

ARTICLE XI - AMENMENTS

These bylaws may be amended at the general business meeting on the recommendation of the Board of Directors and approved by the majority of the general membership present and voting, provided the proposed amendment has been submitted in writing and/or email to all voting members at least 30 days prior to the convening of the meeting.

Original Bylaws 6/83

Revised 1998, 6/2000, 6/2001, 6/2003, 6/2005, 6/2006, 6/2007, 9/2007, 6/2008, 8/2009.