



# PADONA

PENNSYLVANIA ASSOCIATION OF  
DIRECTORS OF NURSING ADMINISTRATION

## BYLAWS

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**ARTICLE I** **NAME**

The name of this organization shall be The Pennsylvania Association of Directors of Nursing Administration / Long Term Care. It shall be known as PADONA.

**ARTICLE II** **STATEMENT OF PURPOSE**

The Pennsylvania Association Directors of Nursing Administration/ Long Term Care is a Pennsylvania nonprofit corporation incorporated exclusively for educational and literary purposes within the meaning of Section 501 ( c ) (6) of the IRS Code. The organization is a trade association representing its members that are comprised of post-acute professionals. We are committed to providing resources, professional development, education and related services, advocacy, and collaboration to assist our members to achieve their common business interests and enhance the quality of care and services to our seniors.

As a 501 c (6) non-profit, we invest our financial resources into providing professional growth and development opportunities for post-acute professionals that supports the delivery of the highest quality of care and services for our Commonwealth seniors.

**ARTICLE III** **PHILOSOPHY**

We believe that seniors are our nation’s most vulnerable population. Our vision is to develop post-acute professionals who advocate and demonstrate integrity, compassion, and competency in the care and services provided to our seniors.

**ARTICLE IV** **OBJECTIVES**

The objectives of The Pennsylvania Association of Directors of Nursing Administration Long Term Care (PADONA) are as follows:

- a. To promote a better understanding of the roles and responsibilities of nurse leaders and professionals in the post-acute environment through an exchange of ideas and strategies.
- b. To promote awareness of the benefits of a professional organization for individual growth as well as growth of professionals in the post-acute practice setting.
- c. To provide resources to support professionals in providing the highest quality of care and services for our seniors. To promote post-acute nursing as a unique scientific- based nursing specialty.
- d. To disseminate timely information regarding current and proposed legislation as it relates to post-acute care nursing.
- e. To provide educational opportunities that promotes knowledge and growth in the post-acute practice setting.

**ARTICLE V** **DURATION**

The duration of the Association shall be perpetuity.

Upon the dissolution of the organization, the assets of this organization will be distributed to another tax-exempt organization under the Internal Revenue Code Section of 501 (C) (3) or any corresponding section of any future federal tax code. Any surplus funds are prohibited from being used as private inurement by any individual upon dissolution.

**ARTICLE VI** **OFFICE**

The registered office of PADONA will be at 21863 Deer Run Lane, Shade Gap, PA 17255 or such other locations as the Board may from time to time determine.

**ARTICLE VII** **MEMBERSHIP**

Section 1: *Membership Categories*

Membership in the organization shall be available to any person who is interested in fostering the development of professionals in the post-acute environment. There are six (6) classes of membership, as follows:

- a. Primary Members
- b. Associate Members
- c. Retired Members
- d. Agency Members
- e. Facility Members
- f. Corporate Members

Section 2: *Primary Members*

Primary Membership shall be available to any current professional nurse leader in the post-acute environment who is interested in supporting the goals and objectives of this association, including but not limited to Director of Nursing, Assistant Director of Nursing, Nurse Manager and /or Consultant in long term care. Primary members shall have full voting privileges. Primary members have the right and privilege to make nominations for directors, hold a seat on the Board, serve on committees, task forces, special interest groups or other volunteer activities. Primary Members have voting rights.

Section 3: *Associate Members*

Associate Membership shall be available to any current professional involved in post-acute care who is interested in supporting the goals and objectives of this organization, including but not limited to Activity Directors, Administrators, Inservice Coordinators/Directors of Staff Development, Medical Directors, Nursing Supervisors/Charge Nurses, Quality Assurance Directors, Social Service Directors, a DON who lives in PA and

works in another state, etc.) Associate members may serve on committees, task forces, special interest groups or other volunteer activities. Associate Members have no voting privileges.

Section 4:         *Retired Members*

Retired Membership shall be available to any retired professional previously practicing in the post-acute environment who is interested in supporting the goals and objectives of this organization. Retired members may serve on committees, task forces, special interest groups or other volunteer activities. Retired members have no voting privileges.

Section 5:         *Agency Members*

Agency Membership shall be available to any business partner organization involved in post-acute care who is interested in supporting the goals and objectives of this organization. Agency Members have no voting privileges.

Section 6:         *Facility Members*

Facility Membership shall be available for up to ten (10) facility employed professionals interested in supporting the goals and objectives of this organization. The Facility Membership shall have no voting privileges. The Facility Membership may offer individual voting privileges for an additional membership fee.

Section 7:         *Corporate Members*

Corporate Membership is available for up to ten (10) nursing professionals from the same organization/corporation who are/may be working in multiple facilities of the organization or at the organization/corporate offices in management/executive nursing leadership positions. The Corporate Membership shall have no voting privileges. The Corporate Membership may receive individual voting privileges for an additional fee.

Section 8:         *Membership Area Assignments*

All Primary, Associate and Agency members will be assigned to membership in the Area respective to their county of employment or residency.

Section 9:         *Miscellaneous*

In addition to the foregoing, the Board may from time to time establish special categories of non-voting members that are intended to further the purposes of the association, such as Student Members, Honorary Members, etc. Such categories of members will pay dues as determined by the Board from time to time but have no voting privileges.

**ARTICLE VII**                                 **MEMBERSHIP DUES**



The annual organizational meeting of the Board for, among other purposes, the election of Directors and Officers shall be held at the December meeting, or at such other time and place as the Board of Directors may determine.

Board Members will receive at least ten (10) days' notice of meetings that will require action on entity transactions, amendments, sale of assets, or dissolution. Members will receive at least five (5) days' notice for actions not related to these issues.

Section 3:            *Notice*

Email notice of the time and place of all meetings of the Board shall be delivered to each Director at least five days prior to the date of such meeting. In the case of special meetings, the notice shall state the general nature of the business to be transacted.

Section 4:            *Minutes and Committee Reports*

The Chairman of each Committee shall designate a secretary, who need not be a member of such committee to record transacted business. Each committee shall keep the minutes of each of its meetings and shall issue such reports as the Board, Executive Committee or Board Chair may request.

Section 5:            *Area Meetings*

Area Meetings shall be held at the call of the Area President as necessary.

Section 6:            *Committee Meetings*

Committee Meetings shall be held at such times as is necessary to achieve the functions of the Committee.

**ARTICLE IX**                                 **OFFICERS AND DIRECTORS**

Section 1:            *Board Member*

The Board is responsible for the overall policy and direction of the Association and delegates responsibility of the day-to-day operations to the staff. The Board shall have full power, by majority vote, to adopt rules and regulations governing the action of The Board of Directors. The Board shall have all the powers and duties necessary to conduct the activities of the Association except as otherwise expressly reserved to the Members with voting privileges as set forth in these Bylaws.

The Board shall have up to 17, but not fewer than 11 members. Board members must be primary association members, except where otherwise noted in the bylaws. The Board receives no compensation other than reasonable travel expenses. Each Board member is entitled to cast one vote on actionable items presented through the meeting agenda.

One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other, and all persons so participating will be deemed present at the meeting.

A new Board member may be elected by the Board of Directors for a term of three years at any regular meeting. All elected Board Members may serve for up to three consecutive terms. The Board of Directors referred to as the Board in these Bylaws, shall include Chairman of the Board, CEO/President, Area Presidents, Area Vice Presidents, Secretary, Treasurer, two agency members as elected by the Vendor Advisory Committee (one member shall be chairman of the Vendor Advisory Committee) and a minimum of three elected Directors (area representatives). The Board membership shall include a combination of practicing DONs and those members who are in other positions. "Other" positions include consultant, Chief Executive Officer, Chief Operating Officer, Nursing Home Administrator, or other positions deemed appropriate by the Board.

Board Members shall:

- i. Be actively involved in long term care through employment in a facility, employment as a consultant to Directors of Nursing, or in academia as a geriatric educator.
- ii. Maintain primary membership in the organization.
- iii. Assume duties as assigned by the CEO/President during the conference and other activities of the organization.
- iv. Attend Board Meetings and actively participate on at least one committee, as requested.
- v. Maintain an active role in recruitment and retention of all levels of membership.
- vi. Review financial statements and Board minutes.
- vii. Have voting rights.
- viii. Approve the CEO/President of the organization, monitor performance, and establish salary.

Section 2:        *Term of Office*

One term shall consist of three consecutive years. Directors may serve for up to three consecutive terms or until they reach their term limit, fail to meet the requirements to hold a seat, fail to uphold the philosophy of PADONA, or resign. No Director or Officer shall serve for more than three consecutive terms, including all roles. Any member filling an unexpired term for one-half or more of the term shall be considered to have served one term for the purposes of term limits.

The Directors will be divided into three classes of staggered terms so that the terms of each class will expire on alternating years. Each class will consist of as close to equal numbers of directors as is practicable.

Any director may resign at any time upon notice to PADONA, preferably in written form. The resignation will be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation.

Any director may be removed from office upon a reasonable determination by the Board that such removal is in the best interests of the association and its members.

Section 3:            *Quorum*

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee or Board 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/Board.

Section 4:            *Absenteeism*

Board members are expected to attend all Board meetings. An unexcused absence for two consecutive meetings shall constitute immediate resignation from the Board. Additionally, members are expected to attend at least 50% of the meetings annually. Meeting attendance will be reviewed annually during the board reorganization meeting. Any member who fails to attend at least 50% of the board meetings may be excused from his/her board duties. The Chairman of the Board may determine exceptions.

Section 5:            *Powers and Duties*

The powers and duties of the Board shall include but not be limited to:

- a. Transacting business of PADONA in the interim between annual meetings.
- b. Approving Committee formation and recommendations, where provided for by these Bylaws.
- c. Providing for the proper care of all books and records of PADONA.
- d. Approving a place of deposit and method of withdrawal of funds and authorizing investments.
- e. Providing for the compilation and review of financial books and accounts annually by a certified public accountant.
- f. Awarding of honorary recognition, and/or scholarships.
- g. Performing such other duties as may be required.
- h. Developing methods for the strategic advancement of the organization's purposes.
- i. Assisting with recruiting and appointing new Board members, providing representation, and enhancing our Board's agenda.

Section 6:            *Number and Title of Officers*

The elected officers of PADONA shall consist of Board Chair, Area Presidents, Secretary, and Treasurer and such other officers as the Board deems desirable. Any two or more offices may be held by the same person. In addition to the powers and duties set forth in these Bylaws, officers shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution.



Section 7:            *Eligibility for Officers*

Only an individual who is a Primary Member shall be eligible to hold elected office. PADONA Officers may not be active on another Board of directors that could be considered a conflict of interest by the PADONA Board. PADONA Officers must have a valid RN license in the commonwealth of Pennsylvania and be practicing in the Commonwealth of Pennsylvania at and/or employed by a Pennsylvania-based organization. All officers and Board members of this organization shall be elected by a majority vote of the Board.

Section 8:            *Term of Office*

All officers shall hold office for a term of three years and may serve no more than three consecutive terms in any board role or capacity. An officer shall be deemed active unless they fail to meet the qualifications to hold a seat, fail to uphold PADONA bylaws, or resign.

There must be a lapse of at least one year before a director who has served three (3) full consecutive terms may be reelected to the Board. There will be no limitation upon the number of non-consecutive terms served by a Director.

Section 9:            *Vacancies*

A vacancy in the office of Area President or Area Vice Presidents, Secretary, or Treasurer may be filled by a Board appointee who shall serve through the balance of such officer's unexpired term and/or until a successor has been elected. Vacancies in the Board may be filled by the remaining Board members in their discretion. A Board appointee shall apply for the vacant position through the nominations committee at the end of their appointed term. They may be appointed to the Board with a majority vote of the Board members.

Section 10:           *Chairman of the Board*

The position of Chairman of the Board shall be reaffirmed by the Board of Directors every three years.

The Chairman of the Board shall:

- a. Monitor all activities for congruence with the philosophy, goals, and objectives of the organization.
- b. Preside over Board meetings and serve as an advisor and consultant to the CEO/President.
- c. Generally, supervise the business of PADONA and have the authority to execute documents on behalf of the organization.
- d. Be an ex-officio member of every standing and temporary committee.

The powers and duties of the Chairman of the Board shall be as follows: In the event of any Board of Directors vote resulting in a tie, the Chairman of the Board shall cast the deciding vote. If the Chairman of the Board is not present at that meeting, the CEO/President shall cast the deciding vote. If circumstances dictate, the Chairman of the Board and CEO/President may be the same individual.

Section 11:        *CEO/President*

The Board will review the CEO/President performance annually. The CEO/President shall be a paid position. The CEO/President shall be responsible for:

- a. The day-to-day management and administration of the policies adopted by the Board.
- b. Supervise, oversee, employ, and discipline all PADONA personnel, subject to the policies established by the Board or the Executive Committee.
- c. Preside over the annual conference.
- d. Develop and maintain relationships with business partners.
- e. Serve as the primary spokesperson for the organization and network with other professional groups.
- f. Report to the Board.
- g. Prepare reports for the Board.
- h. Consult with the Chairman of the Board, as needed.
- i. Appoint Committee Chairpersons and be a member, ex-officio, of committees.
- j. Sign or countersign certificates, contracts, agreements, and perform such other duties as are necessary to the business operations, the role, or assigned by the Board of Directors.

Section 12:        *Area Presidents*

There shall be three Area Presidents, who represent the designated areas across the Commonwealth. Area Presidents should serve on the Board of Directors for two years prior to serving as Area President. If there is no candidate who meets the experience requirement, the Board can select a successor at its' discretion.

The term of office will be no more than three consecutive terms. Area presidents must be licensed in the Commonwealth of Pennsylvania and must be practicing at some level (DON/DNS, NHA, executive director, manager, member of the executive team, regional position, or consultant) at and/or employed by a Pennsylvania-based organization during their tenure as Area President. If their status changes, the Board will use its' discretion in retaining or replacing the position.

Area Presidents terms can be adjusted to allow for rotating term elections, at the discretion of the Board.

The Area Presidents shall:

- a. Perform such duties as assigned by the CEO/President, Executive Director, and/or the Board of Directors.
- b. Report the activities of their respective areas to the CEO/President and the Board of Directors.
- c. Make recommendations to the Board of Directors on area subdivision.
- d. Identify educational need(s) of constituents in their area.
- e. Participate in Board meetings.
- f. Receive no financial compensation from the organization.

Section 13:        *Vice Presidents and Area Representatives*

Vice presidents and area representatives shall be appointed to serve a term of office of no more than three terms. The number of vice presidents and representatives shall be determined by the Board of Directors. Area Vice Presidents shall have a Pennsylvania license and be practicing in nursing at some level (DON/DNS, NHA, executive director, manager, member of the executive team, regional, or consultant) at and/or employed by a Pennsylvania-based organization. If that status changes, the Board shall use its' discretion in retaining or replacing the position.

These positions shall:

- a. Assist the Area President with membership recruitment and retention in their respective area.
- b. Serve as a general resource to the membership.
- c. Assist the Area President with program development and area meetings.
- d. Provide general support to the Area President, Executive Director, and CEO/President.

Section 14:        *Secretary*

The Secretary shall be an elected office. The Secretary will maintain a Pennsylvania license and practice at some level at and/or be employed by a Pennsylvania-based organization. If this status changes, the Board shall use its' discretion in retaining or replacing the position.

The Secretary shall:

- a. Keep minutes of meetings of the Board meetings.
- b. Sign all necessary instruments and perform such other duties as may be required by the Board.

Section 15:        *Treasurer*

The Treasurer shall be an elected office. The Treasurer will maintain a Pennsylvania license and practice at some level at and/or be employed by a Pennsylvania-based organization. If this status changes, the Board will follow the practice to replace the position.

The Treasurer shall:

- a. Monitor all income and expenses.
- b. Report to the Board of Directors at meetings.
- c. Perform such other duties as may be assigned by the Board.

Section 16:        *At-Large Board Member*

A board member at- large is a non-voting board position without a defined role / responsibility. Atlarge



Section 5:            *Composition of Committees*

Membership of the committees of PADONA shall, unless otherwise indicated, include:

- a. Chairperson appointed by the Board.
- b. At least three members representing the three areas, when possible.
- c. The CEO/President of PADONA is an ex-officio member.

Section 6:            *Duties of Committees*

Committees shall assume duties as are specified in these Bylaws and such other duties as may be assigned by the Board.

- a. Bylaws Committee - This committee shall review the Bylaws and proposed amendments. This committee shall suggest and receive all proposed amendments. After approval by the Board amendments shall be available to the membership.
- b. Nomination Committee - This committee shall prepare the slate of officers and directors for election. Only persons who have consented to serve if elected shall be included. The Nomination Committee Chairman shall present the candidates for consideration to the Board of Directors. The Board of Directors will select new Board members through a majority vote.

If the Nominations Committee is unable to find a candidate to take an office on the Board of Directors, if agreeable to the incumbent director and the Board, the incumbent may serve an additional term.

- c. Vendor Advisory Committee - The committee shall consist of at least three members. The committee shall select two vendor advisory members to attend Board meetings. The committee shall meet at least annually.
- d. Education Committee - This committee shall be responsible for recommending and reviewing continuing education activities. The committee will be chaired by the Executive Director and consist of Board members and association members as designated by the committee.
- e. Executive Committee – This committee shall have and exercise the authority of the Board, to the extent permitted by applicable statute, between meetings of the Board. The committee will consist of the Board Chair, Secretary, Treasurer, and the Area Presidents. This committee is also responsible for evaluating the performance of and establishing the salary of the CEO/President.

Section 7:            *Reports*

The Chairperson of each committee and/or their designee shall submit a report of meetings and activities to the Board of Directors.

**ARTICLE XI** **INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or officer of the Corporation, or, while a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

The indemnification and advancement of expenses provided pursuant to this Article will continue as to any person who has ceased to be an Officer, director, employee, or representative of PADONA and will inure to the benefit of the heirs, executors, and administrators of such person.

**ARTICLE XII** **INSURANCE, SECURITY AND OTHER INDEMNIFICATION**

The Board of Directors shall have the power to i. authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, ii.) create any fund of any nature, whether or not under the control of the Trustee, or otherwise secure any of its indemnification obligations, and iii.) give other indemnification to the extent not prohibited by statute.

**ARTICLE XIII** **MISCELLANEOUS**

Section 1. *Fiscal Year*

The fiscal year of the Corporation shall begin on the first day of January and end on the 31<sup>st</sup> day of December.

Section 2. *Parliamentary Authority*

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern meetings of PADONA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 3. *Corporate Records*

PADONA will keep complete and accurate books or records of account in accordance with generally accepted accounting principles consistently applied, minutes of the proceedings of the Board and members, and copies of these Bylaws and the Articles of Incorporation, as amended. All such records will be kept at the registered office of the association or at its principal place of business. Any books, minutes or other records may be maintained in written or electronic form.

