

NCVPRN BYLAWS

ARTICLE I NAME

This organization shall be known as the Nebraska Cardiovascular and Pulmonary Rehabilitation Network (NCVPRN) and is incorporated as such according to the Nebraska Nonprofit Corporation Act.

ARTICLE II

Section 1. **Purpose & Objectives**

The objectives of this Network shall be to provide group support among cardiovascular and pulmonary rehabilitation health professionals; to provide a clearing house for cardiovascular and pulmonary rehabilitative resources and related health fields; to provide education opportunities for health care professionals; to promote awareness of cardiovascular and pulmonary health; and cardiovascular and pulmonary rehabilitation.

ARTICLE III MEMBERSHIP

Section 1. **Membership**

Any individual who is involved or has interest in cardiovascular and/or pulmonary health and rehabilitation shall be eligible for membership. This individual shall be declared a member of the Network upon payment of the annual dues.

Section 2. **Past-President Membership**

Past presidents will be granted honorary memberships with all membership privileges *as a lifetime membership*.

Section 3. **Honorary Membership**

An Honorary member shall be any non-member that has exhibited outstanding contributions to the Network. Upon written recommendation of one member, honorary members will be subject to the approval of the executive board. An honorary member shall have none of the obligations of membership in the Network, but shall be entitled to all of the privileges except those of making motions, voting, and of holding office.

Section 4. **Dues**

All members of the Network except Honorary members shall pay annual dues by July 1 of each year. The executive board shall determine the amount of annual dues with approval by the membership. The Membership committee chairperson shall notify

members in Spring that annual dues are due by July 1 of each year. Any member not paying their dues by July 1 will be dropped from membership in the network.
Section 5.

Member's Resignation

Any member desiring to resign from the Network shall submit his/her resignation in writing to the Membership committee chairperson. No refund of membership dues shall be made.

Section 6. **Privileges & Benefits**

Professional members shall be entitled to all privileges of the Network. Professional members shall also be entitled to all Network services, communications, publications, and other such member benefits as the Board may specify from time to time. Professional members only shall serve on a committee.

Section 7. **Fiscal Year**

The fiscal year shall run from July 1 to June 30. Membership and office terms shall run concurrently with the fiscal year.

ARTICLE IV OFFICERS

Section 1. **Officers**

The officers of the Network shall be a president, a president-elect, the immediate past president, a secretary, and a treasurer. These officers shall perform the duties prescribed by these bylaws and by Robert Rules of Order.

Section 2. **Election of Officers**

At least ninety days prior the annual Fall meeting of the Network, the Nominating Committee shall present a slate of candidates for officers for the ensuing term. Voting shall be conducted at the Fall meeting or by absentee ballots prior to the Fall meeting. There shall be only one official ballot for the election of the officers, which shall contain the names of the persons nominated for each office as determined by the Nomination Committee. The candidate receiving the largest number of votes will be elected by plurality vote. The newly elected officers are to begin their terms at the start of the fiscal year.

Section 3. **Term of Office**

The officers shall be elected by ballot at the annual Fall conference to serve a twelve (12) month term with an additional two (2) month transition, with the exception of the secretary and treasurer who are elected to serve a twenty-four (24) month term. The

office of the president-elect is a three (3) year term consisting of: year one president-elect, year two president and year three immediate past-president. (The office of secretary will be elected on odd years and the office of treasurer will be elected on even years.) Their term of office shall begin at the close of the fiscal year in which they are elected. There will be a transition period of two (2) months prior to the new fiscal year. No member shall hold more than one office at a time and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 4. **Eligibility**

Only members in good standing shall be eligible to serve as officers of this Network. Nominees for president must have served on a committee.

Section 5. **Vacancies**

In the case of death, incapacity or resignation of any officer during a term of office, the vacancy shall be filled by action of the remainder of the Executive Board.

Section 6. **President**

The President shall be the chief executive officer of the Network. The President shall serve as Chairperson of the Executive Board, fill vacancies on committees and be an ex officio member of all committees except the Nominating committee. The President shall have general authority to supervise, direct, and control the business and affairs of the Network. The President shall preside at all meetings of the members and shall have such other powers and duties as may be prescribed from time to time by the Executive Board.

Section 7. **President-Elect**

In the absence or disability of the President, the President-elect shall perform all duties of the President, and in so acting shall have all powers of the President. The President-elect shall have other such powers and perform such other duties as may be prescribed from time to time by the Executive Board. The President-elect shall become the President at the conclusion of the fiscal year.

Section 8. **Immediate Past-President**

The immediate Past-President shall be the parliamentarian, acting in the capacity at all regular and special meetings of the Network and Executive committee. The immediate Past-President shall assist the President in formulating the budget and the strategic plan of the organization, and shall perform such duties as may be assigned by the Executive Board or the President.

Section 9. **Secretary**

The Secretary shall give notice of all meetings as required by these bylaws and shall keep and maintain official records and minutes of all meetings of the membership and Executive Board. The minutes shall be submitted for correction and approval of the appropriate body thereof. The Secretary shall perform all other duties as they pertain to the office or as designated by the Executive Board.

Section 10. Treasurer

The treasurer shall be the chief financial officer of the Network. The Treasurer shall receive and safely keep all funds of the Network and deposit them in such bank or banks as may be designated by the Executive Board. Such funds shall be paid out by checks as authorized for the Network, signed by the treasurer or President as authorized by the Executive Board. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Executive Board.

Bonding Insurance for the Treasurer will be instituted and maintained on an annual basis.

NCVPRN financial records will be turned over to an external auditor annually. A report from the external auditor will be provided to the Board. Recommendations from the auditor will be reviewed by the Board and changes implemented with a two-thirds vote of the membership.

Section 11. Removal

Any elected officer may be removed by a written two-thirds vote of the membership whenever in its judgment the interest of the Network would thereby be best served.

Section 12. Resignation

Any officer may resign by submitting a written resignation with a thirty-day notice to the Executive Board.

ARTICLE V THE EXECUTIVE BOARD

Section 1. Composition of the Board

The officers of the Network shall constitute the Executive Board.

Directors and Officers Insurance shall be provided for members of the Executive Board annually.

Section 2. Responsibilities

The Executive Board shall have general supervision of the affairs of the Network between its business meetings, schedule the hours and place of the meetings, make recommendations to the Network and shall perform such other duties as are specified in the bylaws. The Board shall be subject to the orders of the Network and none of its acts shall conflict with action taken by the Network. In addition, the content and arrangement for all contained on the Network's web site shall be subject to approval by the Executive Board.

Section 3. **Meetings**

Unless otherwise ordered by the Board, the regular meetings of the Executive Board shall be held monthly, (except in December). Special meetings of the Board may be called by the President or by request of the Board. Board meeting dates will be published in the Strategic Plan on the Network's web site.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. **General Meetings**

Meetings of the general membership shall be held two times yearly. The exact time, date, and location shall be designated by the Executive Board and program committee chair and provided to the membership prior to the date of the general meeting on the Network's web site.

Section 2. **Special Meetings**

Special meetings may be called by the President, the Executive Board or by written request of ten members of the Network. The purpose of the meeting shall be stated. Except in cases of emergency, a written notice shall be provided to the membership one month prior to the meeting.

Section 3. **Quorum**

A quorum shall be one-third of the membership.

Section 4. **Continuing Education**

In conjunction with each meeting, the Network shall conduct or oversee continuing education or research presentations on scientific, clinical and professional topics pertinent to the field of cardiovascular and pulmonary rehabilitation. Attendance at these sessions shall be open to all, whether members of the Network or not.

ARTICLE VII COMMITTEES

Section 1. **Committees**

There shall be standing committees as are required to carry on the work of the Network. The Executive Board is empowered to create, combine or dissolve committees or to change the composition or responsibilities as the need may arise. Except as otherwise provided, chairpersons of the committees shall be appointed by the President with approval of the Executive Board. The Executive Board retains the right to final approval in financial matters.

Section 2. **Vacancies**

Appointments to fill vacancies occurring in the committees shall be appointed by the President with approval of the Executive Board.

Section 3. **Quorum**

A majority of the members of the committee shall constitute a quorum.

Section 4. **Reports**

The chairpersons of the committee shall report to the Past-President in person or in writing within the time frame established by the President. The work of the committees shall be summarized by the Past-President to the Executive Board at scheduled meetings.

Section 5. **Program Committee**

This committee shall, in coordination with the Executive Board, prepare and arrange the conferences and other educational programs. This includes arrangements for Spring and Fall conferences, meeting locations, educational programming, evaluations and continuing education units. The President shall appoint the chairperson who may appoint committee members.

Section 6. **Membership Committee**

This committee shall be responsible for processing new membership applications and renewals and to maintain a current membership and program listing. Changes in membership will be reported to the Past-President in monthly updates which will be summarized and presented to the Executive Board. This committee is responsible for updating the web site membership lists at least quarterly. The President shall appoint the chairperson who may appoint the committee members. The workings of the committee shall be subject to approval of the Executive Board.

Section 7. **Development, Marketing and Communications Committee**

This committee shall be responsible for coordinating the promotions and communications via the web site within and outside the organization. The committee will be responsible for developing projects to generate funds for the continued growth of

the Network. In addition, the committee will also be responsible to promote and organize public relations activities to increase public awareness of cardiovascular and pulmonary rehabilitation and to promote National Cardiac Rehabilitation and National Pulmonary Rehabilitation Weeks. The committee will keep a historical record of the organization by compiling and keeping an updated collection of photos and memorabilia of the network's meetings and events. The President shall appoint the chairperson who may appoint the committee members.

Section 8. **Nominating Committee**

This committee shall consist of the following members: Immediate Past-President, President-Elect and one Past-President who will be appointed by the current President. Nominations for each office will be solicited from the Network membership in writing. From these, the Nominating Committee shall select a candidate or candidates for each office. The committee must obtain from each candidate written acceptance of candidacy. At the annual Fall meeting, newly elected officers shall be presented to the general membership by the President Elect. The Nominating Committee will be discharged when elections are completed.

Section 9. **Guidelines Committee**

This committee shall develop and revise guidelines for enhancing the growth and development of quality cardiovascular and pulmonary rehabilitation programs. Updating the guidelines will be based on research developments and other applicable guidelines such as the American Association of Cardiovascular and Pulmonary Rehabilitation, American College of Sports Medicine, American Heart Association, the National Institutes of Health, insurance companies and legislation at the state and federal levels. The President shall appoint the chairperson who may appoint the committee members.

Section 10. **Outcomes and Research Committee**

This committee shall be responsible for promoting education and the implementation of outcomes measures along with providing abstracted reviews of pertinent scientific literature and facilitation and/or coordination of research projects within the network. Outcome measures will be emphasized as being valuable information for improvement of quality care, accreditation, program certification, and reimbursement. Education and promotion by the committee will be provided via the website. The President shall appoint the chairperson who may appoint the committee members.

Section 11. **Health Policy and Reimbursement/MAC Committee**

This committee shall be responsible for tracking and providing the members with updated information on reimbursement and health care policy issues. Information for members shall be provided through workshops, NCVPRN website and in program consultation. The President shall appoint the chairperson who shall appoint committee

members. The committee shall track and report on issues related to cardiovascular rehabilitation, pulmonary rehabilitation and the state's Medicare Administrator Contractors.

Section 12. **Certification Committee**

This committee shall be responsible for overseeing and reviewing AACVPR Certification applications from cardiac and pulmonary rehabilitation programs. The committee reviews and assesses the completeness and appropriateness of a program's application, and may request additional information and/or clarification of responses. The committee's recommendations are submitted to AACVPR for final review and sent to the national board for certification or denial. All committee members must be AACVPR members, and a fellow of AACVPR is recommended as the chairperson. Members reviewing should have an active Cardiac and/or Pulmonary rehabilitation program. The committee follows the policies and procedures of the AACVPR.

Section 13. **BiNetwork Committee**

This committee shall, in coordination with the *BiNetwork* Board, prepare and arrange the Spring conference and educational programs. This includes arrangements for meeting location, educational programming, evaluations and continuing education units. The President shall appoint the chairperson who may appoint committee members. In the year that Nebraska is host to *BiNetwork*, this committee will include the Immediate Past President and will have a total of four representatives.

Section 14. **Other Committees**

The President shall appoint such other committees, standing or special, from time to time as deemed necessary to carry on the work of the Network.

ARTICLE VIII WEB SITE

Section 1. **Web Site Communication**

All official communications for this network will be on the web site www.ncvprn.org. Since we are an organization with a mission to present educational opportunities for our members, the membership list may be used to send a direct mailing to members about educational classes/seminars that would provide CEU's for members. Any communication to be placed on the website must be approved by the Executive Board *President* prior to submission. Any new posting will be on the site for 3 weeks and removed automatically. Use of the membership list is to be consistent with the mission of the NCVPRN and not for personal gain. Under the member's only section, authorized members can visit the Yahoo link to enter our NCVPRN mailing group. Our Yahoo email is to be used only by NCVPRN members for the purpose of communicating urgent messages in as timely a manner as possible. It is not to be used by other organizations or individuals to post messages that have not been approved by the board.

Individual members are responsible for making any needed address changes to the membership committee. The website will be updated quarterly with these changes.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Network in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Network may adopt.

ARTICLE X DISSOLUTION

Section 1. Dissolution

In case of dissolution, assets of the Network shall revert to the American Heart Association subject to the laws of the State of Nebraska governing corporate dissolution.

ARTICLE XI AMENDMENT

Section 1. Amendment

These bylaws may be amended by two-thirds of the general membership vote received at any meeting or by mail vote. No mail vote shall be valid beyond thirty (30) days after official notification by the Executive Board.

Revised/Reviewed: 3/96, 9/98, 2/02, 3/04, 10/06, 8/07, 3/08, 1/09

These bylaws approved at the General Membership Meeting on October 11, 2007.

These bylaws approved at the General Membership Meeting on October 21, 2010.