



Virginia Point-of-Care Coordinators Constitution and Bylaws

Revised August 2015



Virginia Point-of-Care Coordinators Constitution and Bylaws

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Article I: Name

Virginia Point-of-Care Coordinators, referred to as VAPOCC, shall conform to the provisions for nonprofit organizations of corporation law of the Commonwealth of Virginia. The VAPOCC organization is organized exclusively for educational purposes under section 501 (c) (3) of the Internal Revenue code.

Article II: Purpose

The purpose of VAPOCC is to form a collaborative network of point-of-care coordinators with a willingness to share information, ideas, and creative solutions to the unique challenges presented by the growth of point-of-care testing (POCT). Through a philosophy of open communication, cooperation, and the use of various communication tools, we strive to develop an association that:

- Serves as an educational resource for everyday POCT issues.
- Serves as an educational resource for current and emerging POCT standards and technologies.
- Serves to influence industry development efforts.
- Serves as an informational resource to other organizations.

Article III: Membership

VAPOCC members must pay annual dues. The membership term is 1-calendar year beginning on January 1 and ending on December 31. This time period will be referred to as the membership year.

Section 1. Qualifications

The categories of membership shall be as follows:

- Active Member: a healthcare professional with an interest in the development, delivery or administration of POCT.
- Active Corporate Member: an individual employed by a commercial firm engaged in the production, sales, or support of products and/or services used for POCT.



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Section 2. Privileges

The privilege of the membership shall be as follows:

Active Member

1. Shall have the right to vote, to make nominations, to hold elective office and to chair, serve, and vote on committees.
2. Shall receive priority in attending VAPOCC functions when space is limited.

Active Corporate Member

1. Shall have the right to vote, to make nominations, to hold elective office and to chair, serve, and vote on committees.
2. May not use the fact of membership in VAPOCC in advertising, letterheads, or similar publicity without written authorization from the President of VAPOCC.
3. Shall be given priority over non-members in the assignment of exhibit space at VAPOCC functions.

Section 3. Application for Membership

Application for membership shall be made on forms provided by the membership committee. Names of new members shall be added to the roster and accessible to the public on the www.pointofcare.net web site. The member list shall not be sold or traded for marketing purposes.

Section 4. Good Standing

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

Section 5. Discipline

Any person holding membership of any classification in VAPOCC who has engaged in conduct which is contrary to or destructive to its purpose or to adversely affect its reputation shall be subject to discipline including the termination of membership and will be barred from participation in VAPOCC in any capacity. Anyone suspected of such conduct shall be reported to the Board of Directors (hereafter referred to as the Board) through an officer for review and determination of appropriate action.



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Article IV: Finances

Section 1. Dues

All VAPOCC members shall pay annual dues as recommended by the Board (see Article VI which defines board composition, powers, and duties) and voted on by the general membership. The dues shall be for the membership year of January 1 through December 31 and shall not be prorated for a partial-year membership. Dues are payable by January 1 of each year.

Section 2. Fiscal Year

The fiscal year shall be from January 1 through December 31.

Section 3. Maintenance of Funds

The Treasurer shall be the keeper of the funds. All dues shall be deposited in a bank in which deposits are insured. The Treasurer shall write checks against the account, but if the Treasurer is not available to write checks, then the President will sign and issue any checks. An annual financial report shall be submitted to the Board for approval during the first Board meeting of the new fiscal year, wherein it will be audited by a committee composed of the immediate-past President, current President, President-Elect, and incoming Treasurer, as applicable. The Board is empowered to make agreements for the investment of the funds and the employment of investment advisors, banks, and auditors.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.



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Section 4. Expenditures

1. The Treasurer shall manage day-to-day expenses with oversight by the Board.
2. Appropriation of funds to support endeavors, outside the normal expenses of conducting business, requires a majority vote of the general membership for approval.

Article V: Membership Meetings and Voting

Section 1. Meetings

The membership shall meet at least **once a year** at a time and place determined by the Board. The Board shall meet at least annually to discuss the business before VAPOCC.

Section 2. Voting

The Board may authorize, as specified in these Bylaws, voting by mail, fax, and/or e-mail. The secretary will tally the votes. A member of the Board will verify the tally. A simple majority, except as otherwise specified in these Bylaws, will decide the issue at hand.

Section 3. Quorum

A quorum shall exist when one-third of the active membership is present.

Article VI: Officers

Section 1. Name

The elected officers of VAPOCC shall be a President, President-Elect, Secretary, and Treasurer.

Section 2. Eligibility

Active members and active corporate members shall serve as elected officers.

Section 3. Term

The President and President-Elect shall hold 1-year terms of office. The Secretary and Treasurer shall hold 2-year terms of office. **The year term of office will be defined the time period between two consecutive annual VA POCC meetings.** Committee chairpersons shall serve a term of one year. Officers shall not be limited to a total of consecutive terms.



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Section 4. Nominations and Elections

1. Nomination for officers are made as specified in Article VIII, Section 2.
2. Election shall be by written ballot. Refer to Article VIII, Section 3.

Section 5. Vacancy

In the event the office of President becomes vacant, the President-Elect shall serve as President for the remainder of the term. In the event any other office becomes vacant, the President shall appoint a member to the Board as interim for the remainder of the term.

Section 6. Duties

President

The President shall serve as presiding officer of all regular and special meetings of the general membership and Board; shall cast the deciding vote in case of a tie vote; shall by ex-officio member of all committees; and shall perform other duties assigned by the Bylaws or the Board.

President-Elect

The President-Elect will assume the duties of the President in the absence of the President. The President-Elect shall perform the role of Parliamentarian; be responsible for the function of the committee network, ensure that each committee has a chairperson; shall initiate communication between old and new committee chairs; and perform other duties as assigned by these Bylaws or the Board.

Secretary

The Secretary shall oversee the proper recording of the proceedings of all meetings; maintain records of all meetings; maintain a copy of all correspondence; and shall perform such other duties as assigned by the Bylaws or the Board.

Treasurer

The Treasurer shall supervise the financial affairs of the association and take appropriate action regarding the finances of VAPOCC at the direction of the Board.



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Section 7. Transfer of Duties

The outgoing and incoming officers shall transfer duties **during the annual meeting following announcement of elected officers.** They will meet to discuss duties and responsibilities. Written guidelines for role, responsibilities and/or duties will be provided for the incoming officers by the outgoing officers.

Article VII: Board of Directors

Section 1. Composition

The Board shall consist of the officers of VAPOCC, the immediate past-President and committee chairpersons. The Board shall meet to conduct business at special sessions as directed by the President. The President shall serve as presiding officer.

Section 2. Powers and Duties

The Board shall have all administrative powers and duties, except those specifically reserved to the general membership by these Bylaws. When the general membership is not in session, the Board shall have the power to establish any interim policies provided that such policies are reported to the next session of the general membership.

Section 3. Meetings

1. The Board shall meet at least annually with all meetings open to the general membership.
2. Special meetings may be called upon notification of the President.
3. A vote by e-mail or mail is authorized when necessary.

Section 4. Quorum

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Article VIII: Nominations and Elections

Section 1. Frequency

Elections will be held annually for the office of the President-Elect and biannually for the office of Secretary and Treasurer.



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Section 2. Nominations

1. At the **annual** meeting, a call for nominations will be made and the list of active members will be made available for everyone.
2. Nominations are to be submitted to the secretary **during the annual meeting** by any participant.

Section 3. Election Procedure

1. **During the annual** meeting, ballots will be provided to active members. This ballot will be e-mailed (unless e-mail is not available in which case the ballot will be mailed or faxed) to all active members. The ballot will also be available to active members attending the fall meeting. Votes must be received by the **annual** meeting whether e-mailed, faxed, or mailed.
2. Election shall be by majority of votes cast.
3. The results of the election shall be announced at the **annual** general meeting and posted on the www.pointofcare.net website.
4. Newly elected officers and board members shall assume their responsibilities **immediately following the annual meeting**.

Article IX: Committees

Section 1. Committees

1. Committees may be formed to deal with specific issues at the request of the Board.
2. Such Committees shall have at least three members, including the chairperson.
3. The committee Chairperson shall report to the Board.



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Article X: Dissolution

If the association is dissolved at any time, its assets shall be distributed to similar non-profit organizations to be selected by the Board. Dissolution of this association shall be accomplished by two-thirds vote of the general membership.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XI: Parliamentary Authority

The rules contained in *Robert's Rules of Order, Newly Revised* (current edition) shall govern the decisions of VAPOCC at all levels of the organization in all cases where they do not conflict with the Bylaws of VAPOCC or the adopted policies or procedures.

Article XII: Amendments

These Bylaws may be amended at any general business meeting by the membership and approved by quorum provided the proposed amendment(s) has been submitted in writing to all voting members at least 30 days prior to the **convening** of the meeting.

Approved: 06/19/2015

Bill Hankins

William Hankins, President

Cathy Owens

Cathy Owens, President-Elect

Lisa Durish

Lisa Durish, Secretary

Shirley Church

Shirley Church, Treasurer