

**MARYLAND ASSOCIATION OF DIABETES EDUCATORS
BYLAWS**

ARTICLE I NAME

The name of this non-profit organization shall be the Maryland Association of Diabetes Educators, hereinafter called MD-ADE, a chapter of the American Association of Diabetes Educators herein referred to as AADE.

ARTICLE II MISSION/VISION

The mission of the MD-ADE is:

1. To drive professional practice within the region served by the chapter by promoting healthy living through self-management of diabetes and related conditions.
2. To advance the role of the diabetes educator in the promotion of diabetes and obesity prevention education and the prevention of complications.
3. To represent the interest of diabetes educators and people with diabetes before the executive and legislative branches of the government for the State of Maryland and other federal, state, and local government entities.
4. To provide continuing education programs for the maintenance of diabetes education certification.
5. To inform other health care professionals and the public of the role of the diabetes educator.
6. To collaborate with other health care providers to promote diabetes prevention and to enhance treatment.

The vision of the MD-ADE is:

To be a resource and support system to health care providers and other stakeholders and to partner with them in successful self-management for all people with diabetes and their other related conditions in the State of Maryland.

ARTICLE III PURPOSE

This chapter of AADE supports the purpose of the parent organization:

1. Provide educational opportunities for the professional growth, professional development, and certification maintenance of diabetes educators.
2. Promote and aid high quality diabetes education for people with diabetes and for their support system.
3. Foster networking and cooperation among individuals and organizations involved in diabetes education, on the national and international level.
4. Promote and support the national certification examination for diabetes as mandated by the National Certification Board for Diabetes Educators.
5. Provide resources and expertise for the promotion and attainment of recognition of diabetes education programs by local, state, national organizations.

ARTICLE IV MEMBERSHIP

The Membership Chair maintains the current membership roster and submits it to AADE headquarters by January 1 of each year, and sends out membership cards to members

All active MD-ADE members are required to be members of the AADE.

Section 1. CATEGORIES

There shall be five classes of membership: Active, Associate, Senior, Emeritus, and Honorary Member.

Section 2. QUALIFICATIONS AND PRIVILEGES:

1. An Active Member is any health professional who is a member of the AADE and is involved in the promotion or delivery of diabetes care, or is involved in diabetes research education. An active member shall have all the privileges of membership including the right to vote, to participate in nominations, to chair committees, and to hold office on the Board of Directors (BOD).
2. An Associate Member is any person or entity interested in fostering objectives of the MD-ADE. An associate member has the right to serve on any committee, but shall not have the right to vote, to make nominations, or hold office on the Board of Directors. An example of an associate member would be a pharmaceutical company or manufacturer representative.
3. A Senior Member is an individual who qualifies for Active Membership and has reached the age of 62 and shall have all the privileges of Active Membership, and is eligible for membership at a reduced membership fee.
4. An Emeritus Member is an individual who has retired from active practice, has been contributing member of MD-ADE, and shall have all the privileges of active membership and is eligible for a reduced membership fee.
5. An Honorary member is a non-CDE who contributes to MD-ADE and/or to the cause of diabetes prevention and treatment and is eligible for a reduced membership fee.

Section 3. DISCIPLINARY ACTION/APPEAL

1. A member may be expelled for "Good Cause" by a 2/3 vote by the Board. If the 2/3 vote is not reached membership will be retained. Good Cause includes, but is not limited to, the misrepresentation of MD-ADE in any fiduciary or contractual relationship and/or misrepresentation of the mission deemed detrimental to the organization and its members. Examples would be misappropriation of funds; embezzlement; or signing of contracts for service, personal financial gain, or benefits not approved by the Board.
2. The member will be notified by a letter of the consideration for expulsion from MD-ADE by the Board.
3. The member can be granted a hearing before the Board within 30 days of notice of consideration for expulsion. If no hearing is requested and the grace period has lapsed, the member is notified of expulsion.
4. A dismissed member is ineligible for rejoining the organization.

Section 4. APPLICATION FOR MEMBERSHIP

1. All applicants for membership shall complete and submit the application form with the year's chapter dues to AADE. In case of any questions regarding an applicant's application, it shall be forwarded to the Board of Directors for final decision and AADE will be notified within 6 weeks.
2. A GOOD STANDING member is one whose dues are paid for the current MD-ADE fiscal year. All membership privileges shall cease if dues are not paid within 90 days of receipt of bill.

Article V FINANCES

Section 1. FISCAL AND MEMBERSHIP YEAR

The fiscal year of the MD-ADE shall be July 1 to June 30.

Section 2. DUES

All classes of memberships shall pay annual dues. The BOD shall vote on any increase of dues.

Section 3. MAINTENANCE OF FUNDS

1. The Treasurer shall be the keeper of funds.
2. All dues shall be deposited in a FDIC bank and two signatures shall be required for each check written against the account. The second signature shall be designated by the executive committee. No check above \$ 25 should be deposited without a designated second signer.
3. The Board of Directors is empowered to determine the method for investment and disbursement of funds and for periodic auditing of financial accounting.
4. The Annual Budget is to be submitted no later than September 1 of each year for the Board's approval.
5. Financial update reports shall be submitted at the Board meetings and an annual report is to be submitted to the Executive Board at the end of the fiscal year.
6. The financial report is to be distributed to the members at the Annual Member Meeting.
7. The Treasurer enforces the AADE guidelines of maintaining reserves equal to 40% - 50% of the annual expenses.
8. A petty cash account of \$100/year can be used for incidental expenses without the BOD approval.
9. Exemption of payment for conferences, meeting costs, and traveling cost can be provided to those officers/members who attend BOD meetings and work on program development and execution.
10. Each officer and committee chairperson should prepare an annual budget for the activities of their committee.
11. Receipt only when funds are deposited in the bank, and money spent is considered a Cash Disbursement when a check is written.
12. All cash receipts should be recorded and deposited as soon as possible and all expenditures should be recorded at the time they are made.
13. The Chapter records should be balanced monthly and reconciled with the bank balance.

Section 4. CASH RECEIPTS

1. All funds (checks and cash) received by the Chapter is to be deposited as frequently as possible, but at least monthly.
2. When the deposit slip is prepared, a listing is to be kept of all checks deposited indicating the source of the funds. (i.e., the individual's name), and what the funds are for, (i.e., dues, meetings, etc.).
3. The bank deposit receipt is to be attached to this listing for future reference.
4. The deposit is to be recorded as soon as possible in both the cash account and account(s) for which funds were deposited, (i.e., dues, meeting fees, etc).

Section 5. CASH DISBURSEMENTS

1. When the Chapter needs to pay bills, the bill or expense report should be approved by the Executive Committee (or someone other than the Treasurer) and then given to the Chapter Treasurer for payment.
2. Once a check is written, the Treasurer should mark the invoice, "paid" and indicate the date paid, check number, account to be charged, and amount paid on the invoice.
3. Bills should only be paid from original invoices, not from copies or statements. This helps prevent a bill inadvertently being paid twice.
4. IRS guidelines should be followed for proper supporting documentation of expenses. Primarily these are:
 - a. original receipts for all expenses over \$25.00
 - b. name of all attendees and purpose of all meal expenses
 - c. signature of the submitter
 - d. signature of the approving Committee Member
 - e. the date

Section 6. CASH RECEIPTS

1. All checks should be made payable to the Chapter.
2. Checks cannot be made payable to an individual Chapter officer.
3. Checks over \$ 25.00 require two signatures (this is indicated on the signature cards given to the bank).
4. The Treasurer submits financial statement at each Board Meeting to the Chapter Executive Committee.

Section 7. AUDITING

1. Transfer of Financial Records from Treasurer to Treasurer.
When a new Chapter Treasurer takes office, financial records should be given to the new officer. Before the transfer of responsibilities, the out-going treasurer should complete the following:
 - a) June monthly financial report
 - b) Reconciliation of all bank accounts
 - c) IRS 990 or 990-T form if required (See Tax Section in AADE Guidelines)
2. Financial records are to be audited annually even if there is no change in Treasurers. An audit committee appointed by the Chapter Executive Committee does this audit.
3. The audit committee meet with both the outgoing and incoming (if there is a change) Treasurer.
4. When the audit committee has completed the audit and feels that the numbers presented are correct, they should submit a written report of their findings to the Chapter Executive Committee.
5. If any irregularities are found during the audit, they should be reported in writing to the Chapter Executive Committee Financial records.

Section 8. RECORD KEEPING

Financial and Program Activity Documentation:

1. All-important documents relating to Chapter financial and program activities are kept in a safe place. These should include: (retain for time in parentheses)
 - a) Bank Statements (permanent)
 - b) A book of minutes (permanent)
 - c) Cancelled checks (7 years)
 - d) The Internal Revenue Service exemption letter (permanent)
 - e) Supporting data for income and expenses (7 years)
 - f) Contracts, leases, etc. (for life of agreement)
 - g) Supporting data for income and expenses (7 years)
 - h) Annual Financial Report and/or Audit Report (permanent)
 - i) All types of tax returns (permanent)
2. The bank statement should be sent to both Treasurer and President. This way, when the Treasurer submits the monthly financial report, the President can verify the amount presented on the statements with the amount reported by the bank. Most banks send a second statement to a different individual when asked. The President would receive the original copy of the bank statement.

Article VI MEETINGS AND MEMBER VOTING

Section 1. MEETINGS

1. Chapter meetings are held alternate months beginning in September.
2. Special meeting shall be called by the President as necessary.

Section 2. PRIVILEGES OF VOTING MEMBERSHIP

The voting membership shall:

1. Amend the bylaws on recommendation of the Board of Directors.
2. Elect officers and members of the nominating committee.
3. Review the budget, adopt the budget, and comment about the budget to the Board of Directors.
4. Chair and serve on a committee or subcommittee.

Section 3. QUORUM

A Quorum of 26% of voting members shall constitute a quorum for the transaction of business.

Article VII OFFICERS

Section 1. ELECTED OFFICERS

The elected officers of MD-ADE shall be President, President-elect, Vice-President, Secretary, and Treasurer.

Section 2. ELIGIBILITY

Only an active member in good standing shall be eligible to serve as an elected officer.

Section 3. TERM

1. All officers except President, President-elect, and Vice-President shall hold office for a term of two years.
2. President, President-Elect, and Vice-President shall hold a term for a term for one year.
3. Each elected officer shall serve concurrently as a member of the Board of Directors.
4. A term of office year shall begin and end at the close of the July June meeting.
5. Any office shall not be held for more than two consecutive terms.
6. A member can (will) serve as President only once every five years.

Section 4. DUTIES

1. President

- a. Serve as presiding officer at board meetings, executive committee meetings, and chapter meetings.
- b. Direct chapter activities by delegating responsibility and overseeing committees.
- c. Appoint committee chairpersons.
- d. Serve as ex-officio on all committees except nominating committee.
- e. Represent or delegate another officer to represent the chapter at Chapter Presidents (CPC) and serve as liaison to AADE and/or attend professional group meetings.
- f. Complete chapter report forms and send to the chairperson of the CPC. Submit list of new officers to AADE headquarters by July 1 of each year.
- g. Receive and review all correspondence from the national office and distribute to appropriate officers/committee chairs and keep members informed of AADE activities.
- h. Keep members informed of AADE activities, chapter activities, and activities of other chapters through newsletter and report at meetings.
- i. Cast the deciding vote in case of ties.
- j. Represent chapter at meetings with other professional groups.
- k. Delegate another officer to represent President at chapter President's council or other professional group meeting when necessary.
- l. Serve as or appoint member to serve as liaison to AADE Public Affairs Committee to provide report for AADE news if requested.
- m. Perform other duties as assigned by chapter bylaws or chapter board of directors.

- n. Submit list of new officers to AADE headquarters by July 1 of each year.
- o. Other duties are submission of Strategic Plan if revision falls on the particular year (renewed every three years), and Bylaws every two years.
- p. Receive monthly checks from AADE with MD-ADE membership fees and forward the check to the Treasurer and the list of paid members to the Chair of Membership Committee.

2. President-Elect

- a. The President-Elect substitutes for the President as necessary.
- b. Assume the duties of President in the absence of the President.
- c. Act as parliamentarian at all meetings.
- d. Represent chapter at AADE Leadership conference.
- e. Automatically succeed President for the next term and in the event of vacancy.
- f. Work with the President in goal setting and committee oversight.
- g. Oversee committees.
- h. Perform other duties as assigned by the President, the chapter bylaws, or the chapter's board of directors.

3. Vice-President

- a. Assume duties of President in the absence of both President and President-elect.
- b. Succeed the President –elect in the event of vacancy.
- c. Automatically succeeds the President-elect for the next term and in the event of vacancy.
- d. Assist in goal setting and program planning.
- e. Perform other duties as assigned by the President, the chapter bylaws, or the chapter's board of directors.

4. Secretary

- a. Maintain permanent file of all chapter records including chapter charter, incorporation papers, bylaws, and minutes of the meetings.
- b. Assure Membership Chair sends a roster of chapter members to AADE headquarters by Jan1 of each year.
- c. Oversee the proper recording of the proceedings of the general membership and the board of directors.
- d. Report any correspondence the chapter has received at the chapter meetings.
- e. Ensure timely notice of all meetings, not less than 10 days before the next meeting.
- f. Complete and send chapter minutes in timely manner.
- g. Perform other duties as assigned by the President, the chapter bylaws, or the chapter's board of directors.

5. Treasurer

- a. Supervise the financial affairs transactions of chapter.
- b. Maintain financial records of chapter.
- c. Prepare and report financial current statements reports for chapter meetings.
- d. File IRS and state tax forms as necessary.
- e. File state tax forms as necessary.
- f. Collect and records dues from chapter's members.
- g. Maintain accurate record of dues payments.
- h. Develop the chapter budget.
- i. Prepare and publish financial statement.
- j. Perform other duties as assigned by the President, the chapter bylaws, or the chapter's board of directors.

6. Immediate Past President

- a. Chair the Nominating Committee.
- b. Perform other duties as assigned by the President, the chapter bylaws, or the chapter's board of directors.

Article VIII

BOARD OF DIRECTORS

Section 1: Executive Committee (EC)

The Executive Committee, consisting of elected officers and the Immediate Past President, shall conduct Business for the BOD in the interim between meetings of the board. Actions of the Executive Committee shall be reported to the BOD. A 2/3-d majority of officers constitutes a quorum. The President may call a meeting of the executive committee as needed.

1. Responsibilities:

- a. Formulate and implement the chapter's goals and objectives.
- b. Develop and implement the chapter's long-range plan.
- c. Approve the chapter budget and monitor its implementation.
- d. Appoint an auditor to review the chapter's financial records.
- e. Oversee committee projects.

Section 2: Board of Directors

The BOD is comprised of the EC, committee chairpersons, and others appointees by the EC. The BOD meet to conduct business at special sessions directed by the President. A 2/3-d majority of the voting members of the BOD constitutes a quorum. The BOD shall meet at least quarterly.

1. Purpose:

The BOD serves as the governing body of MD-ADE and is empowered to act in the interim between meetings of the general and voting membership. The BOD may adopt such rules and regulations for the conduct for its business as shall be deemed advisable.

2. Responsibilities:

- a. Implement the goals of AADE.
- b. Develop and implement policies and procedures for chapter operations and the conduct of its activities.
- c. Monitor and evaluate the chapter's programs and activities.
- d. Communicate in a timely manner board activities to the membership.

Article IX:

COMMITTEES

Section 1: Standing Committees:

Standing committees are:

1. Publication (WEB and Newsletter)
2. Nominating
3. Legislative
4. Membership
5. Professional Development and Education
6. Long Range and Strategic Planning
7. Bylaws
8. Diane Bredar Award Committee
9. Industry Liaison
10. and others as deemed necessary by the BOD

Section 2: General Procedures:

1. The chairs of all committees, except the Nominating Committee, shall be appointed by the President.
2. All chairs must be Active members of MD-ADE and members of AADE.
3. The Immediate Past President will chair the Nominating Committee.
4. The President will be ex-officio member of all committees except the nominating committee.
5. The President-elect oversees the actions of the committees except the Nominating Committee.
6. Each committee will identify the committee's purpose, goals, and objectives, which will be reviewed annually and presented to the Executive Committee.

Article IX DISSOLUTION

MD-ADE is a chapter of the AADE, a non-profit organization under the laws of the State of Maryland. If this association is dissolved at any time; its assets shall be distributed to the American Association of Diabetes Educators.

Articles X PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised (current edition) shall govern the decisions of MD-ADE at all levels of the organizations in all cases where they do not conflict with the bylaws of MD-ADE or the adopted policies and procedures.

Articles XI AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed and a majority may adopt new bylaws. Majority should be 2/3-of the BOD, provided that the amendment or change is consistent with any and all agreements with AADE and applicable local, state, and federal agencies.

Amended June 1992
Amended July 1994
Amended May 1995
Amended December 1995
Amended March 1997
Amended November 1998
Amended but not approved by BOD in 1995
Amended and approved by BOD in May 2007