

# **Michigan Organization of Diabetes Educators Bylaws**

## **Article I – Name**

The name of the organization shall be the Michigan Organization of Diabetes Educators, referred to herein as MODE, a non-profit organization, encompassing all 83 counties of the State of Michigan, and Incorporated under the laws of the State of Michigan. MODE is a chapter of the American Association of Diabetes Educator, referred to herein as AADE, a non-profit organization incorporated under the laws of the State of Illinois.

## **Article II – Purpose**

The purpose of MODE shall be to:

1. Provide educational opportunities for the professional growth and development of diabetes educators.
2. Promote and aid the growth and development of quality diabetes education and care, and diabetes self-management training for the persons with diabetes.
3. Foster communication and cooperation among individuals and organizations involved in diabetes education.
4. Advance lifestyle management for the prevention of diabetes.

## **Article III – Membership**

All MODE members shall be members of AADE.

### **Section 1. CATEGORIES**

Membership categories shall be:

- a. Active
- b. Associate
- c. Honorary
- d. Life

MODE memberships shall not be joint, institutional or transferable from person-to-person, within the State of Michigan.

### **Section 2. QUALIFICATIONS AND PRIVILEGES**

The qualifications and privileges of the various categories of membership are as follows:

- a. **ACTIVE MEMBER** – An Active member shall be a health care professional with an interest in the development, delivery or administration of diabetes patient or professional education or in diabetes research. An Active member shall have all the privileges of membership including the right to vote, make nominations and serve on the Board of Directors.
- b. **ASSOCIATE MEMBER** – Any person with an interest or involvement in diabetes education who does not qualify for another membership category, or a student of any of the health profession. Associate members shall not have the right to vote, make nominations or serve on the Board of Directors. Associate members may serve on committees, but not chair committees.
- c. **HONORARY/MEMBER** – May be bestowed by the Board of Directors upon an individual, in recognition of outstanding service to diabetes education, under such terms as determined by the Board of Directors. An Honorary member shall not have the right to vote, make nominations or run for any office or serve on the Board of Directors. Honorary members may serve on a committee, but not chair committees.
- d. **LIFE MEMBER** - May be bestowed by the Board of Directors upon an individual, in recognition of outstanding service to diabetes education, under such terms as determined by the Board of Directors. Life members may vote, hold elective office, make nominations and serve on/chair committees.

### **Section 3. APPLICATION FOR MEMBERSHIP**

All applicants shall complete and return to MODE the application forms and payment required to the MODE Treasurer. The Membership Chairperson shall notify the applicant of membership acceptance.

### **Section 4. GOOD STANDING**

“A member who continues to meet eligibility requirements and whose dues are paid for the current MODE fiscal year shall be considered a member in good standing.

Membership privileges cease if dues are not paid within 90 days of the start of the membership year.

### **Section 5. TERMINATION**

Membership may be terminated and all member privileges cease under any of the following circumstances:

- a. The member ceases to be eligible under at least one of the membership categories specified in these bylaws.
- b. The member’s dues or other charges accrued are not paid within 90 days of the member’s current membership expiration date.

- c. By the member, upon request, to the Board of Directors, but such resignation shall not relieve the resigning member of the obligation to pay any dues or charges accrued and unpaid.
- d. Membership shall be terminated immediately upon verification of a falsified application. No dues or fees shall be refunded to any person who terminates membership after the first 30 days of the fiscal year.
- e. Membership shall be suspended or terminated for cause in accordance with procedures approved by the Board of Directors.
- f. Membership shall be terminated immediately if any individual, group or company uses the MODE name or logo to promote specific product or service without specific permission in writing from the Board of Directors. No dues or fees shall be refunded to any individual, group or company whose membership has been terminated for any cause.

## **ARTICLE IV – FINANCES**

### **Section 1. DUES**

All categories of membership shall pay such annual dues as recommended by the Board of Directors. The Board of Directors determines if an increase of dues is indicated. Dues shall be for the membership year, which shall be congruent with AADE membership/fiscal year.

### **Section 2. FISCAL YEAR**

The fiscal year of MODE shall be determined by the Board of Directors and shall be congruent with the AADE fiscal year.

### **Section 3. MAINTENANCE OF FUNDS**

The treasurer is empowered to make agreements for the safekeeping of the funds of MODE in an FDIC financial institution. All requests for funds for any purpose are to be submitted to the President of MODE for signature, then returned to the MODE Treasurer for payment. A compilation of records will be conducted annually by a professional accountant within 30 days of completion of the fiscal year. An annual financial report shall be submitted by the MODE Treasurer to the MODE Board of Directors for approval.

## **ARTICLE V – MEETINGS AND VOTING**

### **Section 1. GENERAL MEMBERSHIP/BUSINESS MEETINGS**

General membership meetings shall be held twice yearly at a time and place to be determined by the Board of Directors. These meetings will include an educational program and shall be open to members and non-members. These sessions may be

postponed or canceled for a cause provided written notice of such action is sent to all members at least 30 days prior to the scheduled meeting date.

**Section 2. PRIVILEGES OF VOTING MEMBERSHIP**

- a. Amend the Bylaws upon recommendation of the Board of Directors
- b. Elect officers
- c. Review and comment to the Board of Directors regarding the Annual Budget to be adopted by the Board of Directors
- d. Conduct business which may properly come before it

**Section 3. MAIL VOTE**

May be authorized by the Board of Directors or as specified in these Bylaws.

**Section 4. QUORUM**

Ten percent plus one (10% + 1) of active members shall constitute a Quorum for the transaction of business at the general business meeting.

**Section 5. RULES OF ORDER**

Robert's Rules of Order Newly Revised (current edition) shall govern the deliberation of the general membership in all cases where they do not conflict with standing rules or the Bylaws.

**ARTICLE VI – OFFICERS**

**Section 1. OFFICERS shall be:**

- a. President
- b. President-Elect
- c. Immediate Past President
- d. Secretary
- e. Treasurer

The President-Elect will succeed to President.

**Section 2. ELIGIBILITY**

Only a current member or a previous member of the Board who has been off the Board for 2 years or less is eligible to be a candidate for the office of President Elect.

**Section 3. ELECTION AND TERMS**

- a. The Treasurer shall serve a term of three (3) years with the third year being that of a mentor to the new treasurer. During the third year, he or she will be a non-

- voting member of the Board. The Secretary shall serve a term of two (2) years. All other elected officers shall serve a term of one (1) year.
- b. Only the Secretary and Treasurer shall be eligible for re-election to the same office for a consecutive term.
  - c. An officer having served a second term shall be ineligible for re-election to that office until one (1) year has elapsed.
  - d. The term of all officers shall begin on the first day of the fiscal year.
  - e. Elections shall be held by mail. Ballots shall be sent to the voting members of MODE 30 days prior to the annual business meeting. A plurality of the votes cast shall elect that position. Election results are announced at the membership meeting following the election and through the organizations' publications.
  - f. The chairperson of each committee shall serve a two (2) year term. The lead-chairperson shall have a co-chairperson and will work together. At the end of the lead-chairs term, the co-chair will assume the lead of the committee and a new co-chair will be selected. Each will have a two (2) year term, one as a lead-chair and one as a co-chair. The selection of committee co-chairs (new members) will be done jointly by the incoming president and the lead-chair of the committee. In the event there are no interested candidates to fill the co-chair position during any year, the present lead-chair and co-chair will be asked to continue.

#### **Section 4. VACANCY**

In the event the office of President becomes vacant, the President-Elect shall serve as President for the unexpired term. In the event the office of President-Elect becomes vacant, the secretary shall serve as President-Elect for the unexpired term. In the event the Secretary or Treasurer becomes vacant, the President shall appoint a member of the Board as interim officer for the unexpired term with approval from the Board.

#### **Section 5. DUTIES OF OFFICERS**

- a. **PRESIDENT**- Shall serve as presiding officer of all regular and special meetings of the general membership; vote only in case of a tie vote; chair Board and Executive Committee Meetings; be an ex-officio member of all committees except the Nominations Committee; make all necessary and required appointments of standing and ad hoc committee chair persons (except the Nominating Committee) with the approval of the Board of Directors and perform such other duties as assigned by the Bylaws or Board of Directors.
- b. **PRESIDENT-ELECT** – Shall assume the duties of President in the **temporary** absence of the President; succeed to the office of President in the event of vacancy; automatically succeed to President at the end of term; perform the role of Parliamentarian; serve as resource liaison person for the Board and MODE regional representative for that fiscal year; and perform such other duties as assigned by the Bylaws or Board of Directors.
- c. **IMMEDIATE PAST-PRESIDENT** – Shall appoint the Nominating Committee Chair and perform other duties as assigned by the Bylaws or Board of Directors.

- d. SECRETARY – Shall oversee the proper recording of the proceedings of the general membership and Board of Directors; endorse all legal documents requiring a MODE signature; responsible for archives; and other duties assigned by the Bylaws or Board of Directors. The Secretary shall assume the duties of President in the absence of both the President and President-Elect.
- e. TREASURER- Shall supervise the financial affairs of the organization and take appropriate action regarding the finances of MODE at the direction of the Board of Directors; serve as chair of the Finance Committee and perform other duties as assigned by the Bylaws or Board of Directors. During the third year being that of mentor to the new treasurer.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 1. COMPOSITION**

The Board of Directors of MODE shall be made up of all elected officers; the immediate Past President; one representative from each geographical region; the editor of the MODE newsletter and the appointed committee chairpersons for Nominations, Bylaws, Membership, Resource Catalog, Programs, Public Affairs, Diabetes Policy Advisory Council (DPAC), Marketing and the Website, all with voting privileges. The representatives from the ADA-Michigan Affiliate, Inc., Michigan Diabetes Research and Training Center, Michigan Department of Public Health- Diabetes Control Program (MDPH-DCP) will be ex-officio members of the Board of Directors, without vote.

### **Section 2. TERMS**

As Article VI, Section 2 and Article VIII, Section 2, a.

### **Section 3. NOMINATIONS (and Elections)**

- a. The Nominations Committee shall submit a slate of at least **one** candidate for each office.
- b. Recommendations for elected positions may also be made to the Nominating Committee by written petition requiring signatures of the nominee and two (2) additional active members. Nominees must be Active AADE Members for at least one year.
- c. Petitions must be received by the Nominations Committee at least thirty (30) days prior to ballot distribution.
- d. The slate of nominees submitted by the Nominations Committee shall be placed on a ballot and submitted to the active membership for vote at least thirty (30) days prior to the annual business meeting.
- e. Results shall be announced at the general membership meeting and published in the MODE newsletter.

#### **Section 4. DUTIES**

The Board of Directors shall serve as the governing body of MODE and is empowered to act between general membership meetings as deemed necessary. The Board will provide leadership and direction to the membership and coordinate the work of all committees. The Board may adopt such rules and regulations for the conduct of its business as deemed advisable and approve the annual budget.

#### **Section 5. MEETINGS**

The Board of Directors shall meet at least two (2) times yearly and additionally as deemed necessary. A vote by mail (postal or email) is authorized when necessary.

#### **Section 6. QUORUM**

A majority of the voting members of the Board shall constitute a quorum. The quorum for the next fiscal year will be determined by the Board of Directors at the final meeting of the current fiscal year as recorded in the minutes of that meeting.

#### **Section 7. EXECUTIVE COMMITTEE BOARD OF DIRECTORS**

The Executive Committee consisting of the elected officers and the immediate Past-President shall conduct business of the Board of Directors in the interim between meetings of the Board. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting. The majority of officers shall constitute a quorum. The President may call a meeting of the Executive Committee within 14 days notice. Telephone conference call decisions shall be valid if a majority of the officers are party to the call. The Executive Committee may make decisions by mail or electronically transmitted votes. Issues voted upon in this manner require unanimous, written consent.

### **ARTICLE VIII – COMMITTEES**

#### **Section 1. STANDING COMMITTEES**

Standing Committees shall be:

1. Membership
2. Nominations
3. Bylaws/Policies and Procedures Committee
4. Resource Catalog
5. Professional Development and Educational Resources Committee
6. Public Affairs

## 7. Finance

### **Section 2. APPOINTMENTS**

1. All chairpersons (except Nominations) shall be appointed by the President with Board approval. Terms will be concurrent with the term of the President.
2. All chairpersons must be Active AADE members for at least one year. The President shall be an Ex-Officio member of all committees except the Nominations Committee.
3. Committees report to the Board of Directors.
4. Matters requiring immediate committee action may be voted upon by mail with notification of all committee members.

### **Section 3. DUTIES**

1. MEMBERSHIP COMMITTEE- Shall periodically review membership requirements; assist with recruitment of new members; maintain current membership rosters, mailing lists, cards and membership application; and present new applications for approval at each Board meeting.
2. NOMINATIONS COMMITTEE- Shall prepare an annual state of officers for election by the general membership.
3. BYLAWS/POLICY AND PROCEDURES COMMITTEE- Shall develop and update the organizational framework of MODE and recommend amendments as necessary. This committee shall provide a current copy of the Bylaws to AADE. The committee shall oversee revisions, additions, and deletions to policies and procedures of all MODE committees as presented at the Board of Director meetings.
4. RESOURCE CATALOG COMMITTEE- Shall develop and maintain a resource catalog to benefit the MODE membership.
5. PROFESSIONAL DEVELOPMENT AND EDUCATIONAL RESOURCES COMMITTEE- Shall plan, prepare and evaluate educational programs for the membership.
6. PUBLIC AFFAIRS COMMITTEE- Shall communicate current public and political issues relevant to diabetes education, and will advise the Board and general membership about such issues.
7. FINANCE COMMITTEE- Shall assist in developing an annual budget, monitor income and expenditures at each Board meeting, make recommendations to the Board concerning the organization's financial status and its financial policies; and to work with committees in the development of revenue producing activities. This committee membership will consist of the Treasurer who serves as the Chair, the President, the President-Elect, and 2 active members of MODE.

#### **Section 4. AD HOC COMMITTEES**

May be appointed by the President and approved by the Board of Directors for specific purposes. The committee will report to the Board and hold no power of action unless granted such by the general membership.

#### **ARTICLE IX – Regional Representatives**

The State of Michigan has been divided into regions, which will enable local MODE members and others to work on areas of interest; to be a peer support; provide educational opportunities for patients and/or professionals; serve as a community resource for related organizations; and to serve as a communications liaison to promote interest, support and membership in MODE. Each region will have one representative or two co-representatives who will serve on the Board of Directors with full voting powers, with one vote per region. The term will be determined by regional membership policy. Each regional representative will be an Active MODE and AADE member.

#### **ARTICLE X – Organization Dissolution**

MODE is a non-profit organization. If the organization is dissolved by the majority vote of the Board of Directors and of the members, its asset shall be distributed to a like non-profit organization, within the State of Michigan, to be determined by the Board of Directors.

#### **ARTICLE XI – Amendments**

##### **Section 1.**

These Bylaws may be amended at any general business meeting on the recommendation of the Board of Directors and approved by a **2/3** (not majority) vote of the general membership present and voting.

##### **Section 2.**

Any amendments proposed must be submitted by mail to each voting member not less than 30 days prior to the general meeting when the vote is to occur.