

PROPOSED CHAPTER BYLAW REVISIONS: September 9, 2008

According to the Bylaws of RADE, the Executive Committee consists of the elected officers; President, President-Elect, Secretary, and Treasurer.

The responsibility of the committee is to conduct the business of the Board of Directors which consists of the Past President, elected officers and committee chairpersons.

Every other month we have an Executive Committee meeting and have found it helpful to include the Chair of Professional Education Committee and the Chair of the Membership Committee.

We are proposing to change the official structure of the Executive committee to include these two committee chairs.

This will be voted upon at the October 28, 2008 meeting. It is required that you have at least 30 days written notice before the vote.

Some terms from the bylaws:

Section 7. Executive Committee. The Executive Committee consists of the officers. This committee conducts business of the Board of Directors in the interim between meetings of the Board.

A. Membership Committee: Shall periodically review membership requirements; shall assist with membership recruitment; shall review and approve applicants for membership; shall be responsible for compilation of membership roster for general distribution by the Secretary; and shall issue cancellation of membership for non-payment of dues or voluntary cancellation.

B. Professional Education Committee: Shall arrange for educational programs for RADE members and shall arrange for professional education seminars of diabetes related subjects for area health professionals.

ARTICLE VII - BOARD OF DIRECTORS Section 1. Composition. The Board shall be composed of the Past President, elected officers, and committee chairpersons. The President shall serve as presiding officer.

These Bylaws may be amended at any general business meeting on the recommendation of the Board of Directors and approved by majority of the general membership present and voting, provided the proposed amendment has been submitted in writing to all voting members at least 30 days prior to the convening of the meeting.

AMERICAN ASSOCIATION OF DIABETES EDUCATORS AFFILIATE
ROCHESTER AREA DIABETES EDUCATORS
CHAPTER BYLAWS

ARTICLE I- NAME

The name of this organization shall be the Rochester Area Diabetes Educators, referred to herein as RADE, a chapter of the American Association of Diabetes Educators, Inc., referred to herein as AADE.

ARTICLE II – PURPOSE

The purpose of RADE 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 for the person with diabetes.
3. Foster communication and cooperation among individuals and organizations involved in diabetes education.

ARTICLE III - MEMBERSHIP

All active chapter members shall be members of national AADE.

Section 1. Categories. Membership categories shall be Active, Corporate, and Trial membership.

Section 2. Qualifications and Privileges. The qualifications and privileges for the various categories of membership shall be as follows:

A. Active Member: shall be a health care professional who provides: 1. direct patient education, or 2. education for health care providers on diabetes. They shall have all privileges of membership including the right to vote, make nominations, attend RADE meetings, and hold office on the Board of Directors at the local and national levels.

B. Corporate Member: shall be any employee of a company whose business is the manufacture, sales, marketing, or promotion of a specific diabetes care product or line of products. A corporate member shall have all the privileges of membership except the right to vote or hold an elected office. A corporate member may serve on, or chair, a committee.

C. Trial membership: Trial membership permits to all rights and privileges of membership except the right to vote, make nominations, or hold an elected office. This membership is for one-year duration at which time the members must become an Active Member or revert to guest status.

Section 3. Membership Application.

Application for Membership in AADE/RADE shall be made directly by the applicant for (1) national membership to: American Association of Diabetes Educators, 100 West Monroe Street, 4th floor, Chicago, 60603-1908 (312-424-2424) and (2) for local membership, to the RADE Treasurer. The Secretary, or an elected officer, of RADE, shall furnish national and local membership applications for prospective members.

Section 4. Good Standing.

A member whose dues are paid for in the current membership year shall be considered a member in good standing. All membership privileges shall cease if dues are not paid within 90 days after the start of the membership year (by December 1st), with the exception of On-leave members (see Section 6 below).

Section 5. Resignation.

Any member may, upon written request to the President, withdraw from membership, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued or unpaid. No dues or fees shall be refunded to anyone whose membership terminates for any reason after September 30 of any year.

Section 6. On-leave members. On-leave members may, upon written request to the President, maintain their status to receive all communications via e-mail, not the U.S. Mail. This privilege shall be for one membership year.

ARTICLE IV - FINANCES

Section 1. Dues.

Annual dues are collected from members.

- A. Annual dues are collected from members.
- B. Chapter member dues shall include notification of chapter information via written minutes and/or email communication.

Section 2. Year. The fiscal year shall be from June 1 through May 31 and the membership year shall be from September 1 through August 31.

Section 3. Maintenance of funds. Maintenance of funds shall be the responsibility of the Treasurer. All dues shall be deposited in an FDIC bank and either the Treasurer's or the President's signature shall be required for each check written against the account. An annual financial report shall be submitted to the Executive Committee for approval.

ARTICLE V -MEETINGS OF MEMBERS AND VOTING

Section 1. Meetings. General meetings shall be held bimonthly excluding July and August. Meeting place and time will be designated by the President. Special meetings shall be called by the President as necessary provided written notice of such action is sent to all members at least 30 days prior to the scheduled meeting date.

Section 2. Privileges. Privileges of voting membership. The voting membership shall:

- A. Make decisions for RADE by receiving reports and adopting policy.
- B. Amend the bylaws on recommendation of the Executive Committee.
- C. Elect officers.
- D. Adopt the budget.
- E. Conduct other business, which may properly come before it.
- F. Serve on a committee.

Section 3. Voting. A vote by mail or electronic mail may be authorized by the Executive Committee.

Section 4. Quorum. Six (6) voting members shall constitute a quorum for the transaction of business.

ARTICLE VI –OFFICERS

Section 1. Name. The elected officers of RADE shall be President, President-Elect, Secretary, and Treasurer.

Section 2. Eligibility.

- A. Only an Active Member shall serve as elected officer.
- B. Officers may be an employee of a company whose business deals with specific diabetes care products, but must qualify as an Active Member (health care professional), not a Corporate nor Trial member.
- C. If an officer changes career paths during their tenure to work in industry, they may complete their term.
- D. Each officer must sign a conflict of interest statement.

Section 3. Term. All officers shall hold office for a term of 2 years and shall take office on September 1 following election. Any one office shall not be held for longer than two (2) consecutive terms unless agreed to and voted by the membership.

Section 4. Nominations and Elections.

- A. Nomination for office is made as specified in Article VIII, Section 2.
- B. If a current officer is employed in industry, another can not be put on slate.
- C. Election shall be by U.S. or electronic mail ballot after the March general meeting. A majority vote of the ballots cast shall elect. 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 unexpired term. In the event of a vacancy in the Secretary's or Treasurer's office the President will appoint an active member or an active group member for the unexpired term.

Section 6. Duties.

- A. President: The President shall: serve as presiding officer of all regular and special meetings of the general membership, Board of Directors, and Executive Committee; cast the deciding vote in case of a tie; be an ex-officio member of every committee except the nominating committee; make all required appointments of standing and special committee chairs; and perform such other duties as are assigned by these Bylaws or the Board of Directors.
- B. President-Elect: The President-Elect shall: assume the duties of the president in the absence of the President and succeed to the office of President in the event of vacancy; automatically succeed to the office of President for the next term; perform the role of Parliamentarian at all meetings; and perform such other duties as assigned by these Bylaws or the Board of Directors.
- C. Secretary: The Secretary shall: oversee the proper recording of the proceedings of all meetings; and perform such other duties as assigned by the Bylaws or the Board of Directors.
- D. Treasurer: The Treasurer shall: supervise the financial affairs of the association and take appropriate action regarding the finances of RADE; and perform any other duties as assigned by the Bylaws or the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition. The Board shall be composed of the Past President, elected officers, and committee chairpersons. The President shall serve as presiding officer.

Section 2. Term. Shall be as specified in Article VI, Section 3.

Section 3. Nomination and Election. Shall be as specified in Article VIII.

Section 4. Duties. The Board of Directors shall serve as the governing body of RADE and is empowered to act in the interim between meetings of the general voting membership. The Board shall report such actions taken to the membership at the next general meeting. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 5. Meetings.

- A. The Board shall meet 2 times a year.
- B. The President may call special meetings upon notification.
- C. A vote by U. S.- mail or electronic- mail is authorized when necessary.

Section 6: Quorum. A simple majority of the members of the Board shall constitute a quorum.

Section 7. Executive Committee. The Executive Committee consists of the officers. This committee conducts business of the Board of Directors in the interim between meetings of the Board.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. Elections. Biannually there shall be the election of officers.

Members of the Nominating Committee shall be appointed by the Past President.

Section 2. Nominations. Nominations will be presented biannually.

The Nominating Committee shall present a slate of at least 1 candidate for each office.

Section 3. Election Procedure. There will be a consistent election procedure as follows:

- A. The slate of nominees presented by the Nominating Committee shall be placed on a ballot, which shall be distributed to all members by U.S. mail.
- B. Election shall be by a majority of votes cast.
- C. Elections shall be permitted electronically for officers and as other business dictates.

Section 4. Results. Results of the general elections shall be announced at the last spring general meeting and announced by U.S. or electronic mail to the membership. The new officers and board members shall assume their responsibilities on September 1, following their election.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees.

Standing committees shall be Membership, Professional Education, Publications, Nominating, and Bylaws.

Section 2. General Procedures.

- A. The President, upon approval of the Executive Committee, shall appoint the Chairs of all but the Nominating Committee.
All committee chairs must be active or corporate members.
- B. The President shall be an ex-officio member of all committees except the Nominating Committee.
- C. Chapter Committees report to the Board and pertinent information is disseminated to the general -membership.

Section 3. Duties

- A. Membership Committee: Shall periodically review membership requirements; shall assist with membership recruitment; shall review and approve applicants for membership; shall be responsible for compilation of membership roster for general distribution by the Secretary; and shall issue cancellation of membership for non-payment of dues or voluntary cancellation.
- B. Professional Education Committee: Shall arrange for educational programs for RADE members and shall arrange for professional education seminars of diabetes related subjects for area health professionals.
- C. Publications Committee: Shall be responsible for drafting policy statements for publication.
- D. Nominating Committee: Shall be composed of the Immediate Past President as chair and 2 active members appointed by the Past President. The committee shall function as specified in Article VIII.
- E. Bylaws Committee: Shall review and maintain currency of chapter bylaws and submit any proposed amendments; shall provide current bylaws to the bylaws chair of AADE when changes are made.

Section 4: Special Committees. The President may appoint special committees.

ARTICLE X –DISSOLUTION

If this association is dissolved at any time, its assets shall be distributed to the AADE Education and Research Foundation.

ARTICLE XI - PARLIMAMENTARY AUTHORITY

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

ARTICLE XII -AMENDMENTS

These Bylaws may be amended at any general business meeting on the recommendation of the Board of Directors and approved by majority of the general membership present and voting, provided the proposed amendment has been submitted in writing to all voting members at least 30 days prior to the convening of the meeting.

Original Bylaws written: 1988

AADE Chapter Bylaw Recommendations: 1/91, 8/91, 8/93, 10/93

Revised: 9/93, 9/94, 9/97, 3/03, 11/06

Will the bugs be ironed out before the model is totally launched?

We are working to insure that the bugs are ironed out before the total launch to all AADE members, however as with any IT product, some "bugs" are inevitable. We will have ongoing upgrades and updates to address these.

FINANCIAL

How will Chapters access their money?

Your chapter's money will be reserved for your local group's use and the request to access the funds will be coordinated through your state's CB. We have developed simple fund requests and, where possible, the funds can be provided electronically (extremely helpful for direct payments to vendors for example). The actual process within the state will be developed and coordinated through the CB. Most likely, your local networking group will contact your designated CB leader who will complete the needed form and send it to AADE for processing. AADE is not deciding how you should use your funds, but doing the financial reporting and payment of all local networking group and state expenses.

How quickly will it be accessed?

From AADE's end we will make every effort to provide a timely response and will use options such as EFTs (electronic fund transfers) to expedite payments. Where EFTs are available, the transfer will usually be done two days after receipt of the request at AADE. If a check is requested, it will be within five days of receipt.

Would we have to submit an annual budget? If so, would it be a line item or global budget?

CBs will not need, in most cases, to prepare a traditional budget, but rather focus on revenue and expenses for projects/activities. As for the overall accounting practices, at this point the money will all be kept and reported in the overall global AADE budget with the states showing as line items.

Collecting money from students and friends at meetings where CE is given...can we charge or just no CE for them?

You can continue to charge students and friends for CE Programs. MY AADE NETWORK allows you to do online registration for events and to charge different amounts for members and non-members. Registrants will be able to pay by credit card and checks and all processing will be handled by AADE.

What if the chapter wanted to make a donation to ADA for a local fund raiser, could we do that?

It will be up to the CB working with its LNG to determine how to use the funds. If it is common practice now, it could certainly be acceptable moving forward.

What happens when we are doing our annual spring conference in April and recruit known members nationally as speakers – need planning money or reservation money for space...do we do the industry grant request or all have to go through national?

The grant requests will use AADE's tax ID number but the grant funds will be credited to your CB's account.

Will we have the ability to request corporate funding as a chapter or state for programs or will we need to go through AADE for all our funding?

You do not need to go through AADE and in fact we encourage you to seek support in your communities and through your connections.

When we start, do we have to turn in our treasury money to AADE or just that they will keep our dues collection for 2011 year?

Turning over your chapter's treasury funds will occur as part of the transition process. It will be business as usual for the collection of chapter dues in 2010.

How will the transfer of funds occur?

The funds would be transferred to AADE as soon as feasible. If needed the leadership is asked to sign a letter of intent. Any existing CDs or long-term investments would continue to earn interest for the CB. At

maturity the total would be in the CB's account. Since there is no administrative charge on any funds, there also would not be any interest revenue.

Will we still be able to provide AADE Annual Meeting registrations for chapter leaders as well as provide local scholarship drawings?

Once your chapter is an LNG and your chapter funds have been turned over, your LNG would have either indicated the need for these registration or scholarship funds when the CB is planning its annual expenses, or would request these funds as an activity request to the CB at any time throughout the year.

If CEs are free, what items will we pay to AADE online besides our member fee, which we already do online now?

We do not anticipate any other fees to be paid to AADE. The new system will allow you to set up and collect registration fees for your own events through online registration.

MEMBERSHIP & DUES

Our current chapter dues are very low. If the national will only have one dues for chapters that is an average, our local dues will definitely be higher...is there any phase in for the increase?

The unified dues will not occur in 2010. When we go to unified dues, it will be based on a formula that includes national dues and an average chapter dues amount. For the most part, for any AADE member who currently pays chapter dues, it will be the same - for some it may be less. There will be an increase when we go to unified dues for AADE members who are not currently chapter members."

We realize that some chapter dues are very low. However, the unified dues will enable any AADE member to participate in LNGs nationwide, so that the average chapter dues amount is actually enabling AADE members to have a wider access to all AADE local activities.

What about local Pharma or Device rep. "associate" member fee or a vendor fee for an event like a vendor fair? Do we have to send that to AADE or keep?

You will continue to be able to charge a fee to vendors for their participation/exhibiting at your meeting as you have done in the past. You can collect their checks and mail them to AADE's lockbox to be deposited. The vendor may mail them directly to AADE's lockbox as well. The pharma or device reps can also pay a unified due as an associate member.

Chapter members complained that they could not pay chapter dues online because they could not find their chapter in state where they looked (we share a border with more than one state).

This is solved in two ways. First, it will be a unified dues so members are not required to find the chapter and discern the amount due and to select that affiliation. Second, finding the chapter will be easier as all LNGs will be listed under their state CB. Every AADE member will be assigned to a CB based on his/her preferred mailing address. Every member can subscribe to any LNG nationwide so that state borders will no longer be a concern.

What about the need for POs or a statement for a hospital check for national and state dues?

AADE unified dues will be collected the same way under the current system - with the option to pay by check or credit card. As needed, we can offer POs and all will receive statements of dues paid.

Can you give us an idea as to what those dues will be?

The AADE board will be considering the options and will be making the decision at an upcoming board meeting, but the average chapter dues are approximately \$25.

Many members pay for dues out of their own pocket, will this new process result in increased dues?

Based on recent survey, about 60% of members pay their national dues. The new dues will include both the national and the local dues so for those not currently paying local dues, it will be an increase. For many who are currently paying chapter dues, it will be the same. Some will experience a decrease or slight increase.

EVENTS & ACTIVITIES

We have held biannual diabetes education conferences in the past. Would the local groups still be in a position do this?

There is no reason you shouldn't be able to; this is a decision for the LNG and CB to make.

How will we obtain CEUs for our education programs? Though AADE?

You will follow the same process. The only difference is that CEUs through AADE will be at no cost.

How soon will the CEU feature be available?

All coordinating bodies (CB) which have submitted to AADE a signed CB charter will be eligible to receive CEU approval for their state and local networking groups' educational programs at no cost. Volunteer Services staff will notify the CB that their eligibility for free CEUs will be effective beginning the first of the following month (from receipt of the signed contract).

It is my understanding local live chapters will not exist. If we currently have a strong local chapter for live networking and continuing education programs, will we be able to continue these activities in some way?

Absolutely. What is changing is not the content or the community but the formality of structure and the many legal and accounting burdens.

Will you continue with the monthly AADE Newsletter?

Yes. There will be no change to the e-FYI.

On one hand we can focus on any topic we want, but on the other hand we must focus on networking, professional development, local public awareness and outreach and grassroots advocacy. Who determines what takes precedence?

You – as in your coordinating body – determine what takes precedence. Your coordinating body will be made up of leaders across your state that will be asking and responding to local member needs in your state. AADE will not be determining what your state focuses on – that it entirely based on the needs of the members in your state.

If we resort to networking using technology will it have the same result as face-to-face networking where relationships begin and develop?

Yes, networking face-to-face is where relationships are sealed. This model is built with the goal to increase face-to-face interaction. Networking using technology is not a replacement for face-to-face meetings. It is a tool to that can be used to quickly get the word out that members are meeting at Starbucks or a local restaurant for a meet-up, for example, to provide timely reminders of events and to build on events by sharing knowledge (and the fun through pictures and videos) after the event.

Here is a link to the audio portion of the Town Hall Meeting -

http://www.diabeteseducator.org/resources/audio/20100316TownHall_16bit.mp3

If your state chapter does not join the new model, can you still join AADE as an individual?

Yes.

Will this new model increase our membership on a local level?

It is anticipated that yes it will. Initially, you'll likely have new members simply based on the fact that many national members are not currently local members and will be automatically joint members.

Our chapter has corporate memberships that allow for us to provide educational programs at our quarterly meetings as well as at our annual workshop. It also allows the corporate members to inform and keep us current our new products. How will this fit into the dues structure?

The new model does not take over or eliminate your corporate sponsorship options; in fact it may be larger now that corporations could now sponsor statewide events. Please note that AADE does have a member category, Associate Member, for anyone who has an interest or involvement in diabetes education, which is appropriate for the corporate members.

In our chapter, we have members who cannot afford the national membership fee, but want to be part of our chapter meetings. They pay a membership fee and are recognized as "Friends". These members do not have the full rights of bona fide members, but add a great deal to our organization. We are concerned about this category of our membership. If there is no local chapter, then will the member only pay an AADE membership or will they have to pay to join a local network?

Of course our goal is for all non-AADE chapter members to join AADE. However, non-AADE chapter members will be able to register for all educational events at a non-member fee, see the calendar of events and participate in meet-ups. Each state will have a public site in addition to MY AADE NETWORK. A non-member will be able to access state information at the public site. Non-AADE members will not, however, be able to access MY AADE NETWORK, or be part of your local or state leadership unless they join AADE.

WEBSITE & COMMUNICATIONS

What can be posted on MY AADE NETWORK?

The website allows for group announcements, calendar of events, document library and group discussions. Each state and LNG can have a website administrator trained to post announcements, calendar events and news. Any member can start a discussion. Additionally, each page includes space for links and other information.

Do we have option to post job listings and resumes for example?

As a LNG member you can post job listings, etc. as an attachment to an LNG discussion thread. All newsletters can also be added to the state's document file library. You do need to be an AADE member to have access to the MY AADE NETWORK; however, non-AADE local members will be able to view upcoming events and programs on the state's public website.

Who can access our chapter web site – will it be limited just to members?

You do need to be an AADE member to have access to the full MY AADE NETWORK; however, non-AADE local members will be able to view upcoming events and programs on the state's public website.

What about chapter newsletter and mailing lists and those with limited email access or firewalls – we are in a state with dial up in rural areas or may not have access to printer connected to computer being used to print things from web.

You can still send regular mailings and in fact the system will provide the ability to download mailing labels to conduct regular mailings. One advantage is that you'll have more accurate data to use.

How do we do marketing to non-members in the area, like RDs or RPhs in chain pharmacies or large grocery store based pharmacy who may be getting diabetes management contracts?

All states will have a public website to market all events and programs to non-AADE members.

What is the timeline and why is there urgency?

AADE Chapters have until the end of the year to start the transition process to MY AADE NETWORK. AADE will move forward with the transition in each state and an AADE chapter can participate when contacted by AADE staff or wait until later in the year. However, beginning January 1st 2011 all AADE Chapters will need to have transitioned or be well in the process of transitioning to the new model.

AADE is **you** and all of the other members that make up the association.

The driving force to move forward with the new model is to do what is best for all members of AADE and having the ability to easily connect with one another is a key member benefit.

TRANSITION

What is required of the Chapter when transitioning to the new model? Do we have to submit reports, membership lists, etc?

To get started, you will need to share information such as your current mailing lists and recent financials. We work with each chapter to make this as easy as possible. All the steps are outlined in the transition checklist located in the [Chapter Presidents e-community](#), under Document Archive >> MY AADE NETWORK Documents.

We are a "border" (close to multiple states) chapter. If we say we are ready to start working toward the transition, what is required in time? Do we network with only certain states? What is the purpose of the proposed networking – won't we all maintain our own identity?

The model is flexible but initially the idea is to have each state form a CB. For border chapters you may choose to affiliate with one CB or another but in any case collaborate with neighboring CBs. The MY AADE NETWORK is designed so that AADE members may participate in any LNG close to where they live or work.

If you are ready to start, contact AADE. We'll help you in turn connect with appropriate groups. We anticipate the entire process for the state to be up and running can take six months- but the transition team's work may last longer depending on how quickly they are able to form their CB leadership team and hand it over to them.

Many local areas do not have meetings to get all information passed down. Shouldn't this be explained more upfront, perhaps at Annual Meeting?

We understand that chapters are all in different phases and will work with each chapter to facilitate the process. We believe that one-on-one connections will help you get your specific situation addressed. The general model rollout is planned for the Annual Meeting.

How large will the regions be i.e. the northeast has run several regional meetings using New England, New York and as far down as Pennsylvania which used to be the old seven regions.

This model does not affect regional designations.

How should we handle our chapter elections?

You can do what makes the most sense to keep your members engaged. If you have not yet begun the transition process to the new model, you can continue to conduct your elections – business as usual. You will be able to involve the newly elected officers as part of new coordinating body leadership team once you start transitioning to the new model.

If the election process has been difficult for your chapter or you are about to start the transition process to the new model, you may want to select a leadership team instead of electing 2011 officers. Each coordinating body leadership team may be different in size to reflect the need of local networking groups.

Can AADE connect chapters in state via conference call?

AADE would be happy to connect chapters via conference call to assist in the transition. After the transition, the CB will be responsible for setting up systems to ensure good communications throughout the state. AADE will gladly assist as it can.