

# **AORN of the QUAD CITIES**

## **BY-LAWS**

### **ARTICLE I**

The name of this association is AORN (Association of periOperative Nurses) Quad Cities, Chapter 1408

### **ARTICLE II**

#### **PURPOSES**

The purposes of this Chapter are:

- A. To unite registered nurses for the purpose of maintaining an Chapter dedicated to promoting the highest professional standards of perioperative nursing practice for the optimum care of the patient before, during, and after operative and other invasive procedures;
- B. To provide opportunities for continuous professional development to include diversified educational activities;
- C. To generate, evaluate, and disseminate scientific evidence to improve professional perioperative practice;
- D. To provide leadership in professional perioperative practice that influences health care delivery locally, nationally, and globally;
- E. To cooperate lawfully with other professional organizations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purposes of the Chapter;
- F. To otherwise lawfully adopt policies and conduct programs for the improvement of professional perioperative practice provided that the policies and programs are consistent with the requirements that the Chapter is not organized for profit and no part of its earnings are to be used to benefit individuals.

### **ARTICLE III**

#### **MEMBERSHIP AND DUES**

Section 1. Membership in the Chapter is contingent on compliance with requirements as specified in these bylaws.

Section 2. Membership is unrestricted by consideration of nationality, race, creed, life-style, color, sex, or age.

Section 3. Categories of membership in this Chapter are voting and non-voting.

A. Voting: A registered nurse, or a previously registered nurse who is retired and whose license was in good standing at the time of non-renewal, who supports the mission of AORN.

1. May vote for elected officials
2. May vote in the House of Delegates
3. May hold elective office
4. May serve on committees

B. Non-voting: An individual who is not defined as a voting member, who provides or provided direct or indirect perioperative services, and who supports the mission of AORN.

1. May serve on committees
2. May not vote for elected officials or in the House of Delegates
3. May not hold elective office

Section 4. Termination

A. The Board of Directors may terminate a membership for failure to meet membership requirements, provided the member was offered an opportunity to have an unprejudiced hearing if requested at which the member was permitted to defend against the termination.

B. If terminated, a member may be allowed to rejoin by the Board of Directors after demonstrating eligibility for membership.

Section 5: Dues

A. Annual membership dues in this Chapter are determined by the Board of Directors and subject to ratification by the membership.

B. Dues shall be paid according to established policy.

C. Delinquency: Any member whose dues are not received at Headquarters by the last working day of the member's renewal month is automatically terminated as a member, and all privileges of the Chapter are withdrawn.

## **ARTICLE IV**

### **OFFICERS**

The officers of this Chapter are President, President-elect, Vice President, Secretary, and Treasurer with responsibilities as outlined in the Policy Manual. There must be a minimum of three chapter officers:

President, Vice President or President-elect and Secretary/Treasurer or a combination of these offices with three different individuals. The number of officers will be determined by the membership.

A. President:

Serves as the official representative of the Chapter and presides at all meetings of the Chapter and the Board of Directors.

B. President-elect:

Observes, assists, and consults with the President in preparation for assuming the duties and responsibilities of that office.

C. Vice President:

Performs the duties of the President in the absence or inability of the President to fulfill the role.

D. Secretary:

Assures accurate records are maintained of the proceedings of all business meetings of the Chapter and the Board of Directors.

E. Treasurer:

Monitors the fiscal affairs of the Chapter and provides reports and interpretation to the membership and the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The Board of Directors consists of the officers and two (2) elected members. It has the power, authority, and responsibility to manage the affairs of the Chapter, except to modify action of the members.

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

A. Meets at least two (2) times a year.

B. Special meetings of the Board of Directors may be called by the President or upon written request of two (2) members of the Board of Directors.

C. Three (3) members of the Board, two (2) of whom are officers, constitute a quorum.

D. Directors may participate in a meeting of the Board or a committee by any means of communication including electronically by which all persons are able to participate in the meeting.

## **ARTICLE VI**

### **NOMINATING COMMITTEE – NOMINATIONS**

#### **Section 1. Nominating Committee**

The Nominating Committee shall be composed of the members of the Board of Directors.

## Section 2. Responsibilities

- A. Solicits and receives nominations for potential candidates for all elected positions.
- B. Prepares and presents a slate of candidates to serve for all elected positions
- C. Nominations for elected officers may be made from the floor at the time the slate is presented, provided eligibility has been verified and consent to serve if elected was obtained from the nominee.

## **ARTICLE VII**

### ELIGIBILITY – ELECTION – TERMS – VACANCIES – REMOVAL

#### Section 1: Eligibility

- A. To be eligible for elective office as a member of the Board of Directors, the nominee must currently provide or have previously provided perioperative nursing care
- B. To be eligible for elective office as a member of the Board of Directors, a nominee must have been a member of the Chapter continuously for one (1) year immediately prior to being nominated.
- C. To be eligible for the office of President-elect or Vice President, a nominee must have served one (1) year as a member of the Board of Directors.

#### Section 2: Elections

- A. The Officers and Board of Directors, shall be elected by written ballot (or a show of hands) at the annual meeting, and plurality elects. In the case of a tie, revoting will be done by the membership present.
- B. Any member holding an elective office may not be a candidate for another office unless the current term of the member expires at the impending election.

#### Section 3: Terms of Office

- A. The President-elect is elected each year, serves in that capacity for one (1) year and then as President for a one (1) year term.
- B. The Vice-President, Secretary, Treasurer and Board Member are elected each year, and serve for a term of one (1) year and shall serve until their successors have assumed office.
- C. The term of office begins at the July meeting.
- D. No officer or member of the Board of Directors shall serve more than two (2) consecutive terms in the same office.

#### Section 4: Vacancies

- A. President: The Vice President immediately assumes the office.

B. President-elect and Vice President: A vacancy in the office of President-elect or Vice President is filled by a vote of the Board of Directors. Eligibility requires the nominee to have served at least one (1) term as a member of the Board of Directors.

C. The Board of Directors fills all other vacancies.

D. Any member serving more than one-half (1/2) term is deemed to have served one (1) term in an elected position.

#### Section 5: Removal

Any elected official, regardless of the manner of election or appointment, may be removed by the membership upon two-thirds (2/3) affirmative vote; whenever in its judgment the best interests of the Chapter would be served thereby, provided the elected official upon request was offered an opportunity to have an unprejudiced hearing at which the elected official was permitted to defend against the termination.

### **ARTICLE VIII**

#### MEETINGS

##### Section 1: Chapter Meetings

A. The number of meetings per year, the months in which they are held, and the time and place is determined by mutual agreement of the Board of Directors and the membership.

B. A minimum of three (3) meetings annually will be educational meetings with contact hours. This includes, but is not limited to face-to-face meetings, webinars, toolkits, and/or conference calls.

C. Notice of scheduled meetings and meeting minutes will be sent to the membership.

D. Ten (10) percent of the membership including two (2) members of the Board of Directors, one of whom must be an officer, constitutes a quorum for a business meeting.

E. Full disclosure of financials will be provided to all members either online or at business meetings.

##### Section 2: Special Meetings

A. A special meeting may be called by the President, or by request of a majority of the Board of Directors, or by request of a quorum of the membership.

B. The membership shall be notified at least five (5) days prior to the called special meeting.

C. The call shall state the purpose, the time and place of the meeting. No business other than stated in the call may be transacted.

D. Ten (10) percent of the membership, including two (2) members of the Board of Directors, one (1) of whom is an officer, constitutes a quorum.

### Section 3: Board of Directors Meetings

A. The Board of Directors shall meet at a time and place determined by mutual agreement of the Board of Directors.

B. Special meetings of the Board of Directors may be called by the President or upon request of two (2) members of the Board of Directors, one (1) of whom is an officer.

C. Two (2) members of the Board of Directors, one (1) of whom is an officer, constitutes a quorum.

### Section 4: Electronic Meetings

The business of the Chapter may be conducted electronically by the Board of Directors, committees, and regularly scheduled or special meetings.

## **ARTICLE IX**

### DELEGATES

#### Section 1: Eligibility

Delegates to the annual Global Surgical Conference & Expo must have current active membership status in the chapter.

#### Section 2: Representation

A. The delegate count shall be allocated to the chapter based upon the delegate calculation formula determined by AORN Headquarters, with each chapter having a minimum of one (1) delegate.

B. The President and President-elect shall automatically qualify as delegates to the annual Global Surgical Conference & Expo.

## **ARTICLE X**

### COMMITTEES

#### Section 1: Standing Committees/Representatives

The standing committees/ Representatives of this Chapter are appointed annually by the President with the approval of the Board of Directors.

A. The standing committees /Representatives of the Chapter are Bylaws and Policy, Nominating Committee, Legislative Representative – as outlined in Policy manual, and Membership Representative – as outlined in the Policy manual.

B. The purposes of these committees /representatives are listed in the Policy Manual.

#### Section 2: Special Committees

Special committees may be appointed by the President and cease to exist when the purpose for which they were created is completed.

#### **ARTICLE XI**

##### OFFICIAL PUBLICATION

The official publication of the Chapter is the AORN Journal.

#### **ARTICLE XII**

##### PARLIMENTARY AUTHORITY

Robert's Rules of Order Newly Revised is the parliamentary authority of this Chapter.

#### **ARTICLE XIII**

##### AMMENDMENTS

A. Amendments to these bylaws may be made, by any Chapter member, at any regular meeting provided the proposed amendments have been submitted to all members at least thirty (30) days prior to the vote.

B. Amendments to the bylaws require two-thirds (2/3) vote of the members present and voting.

#### **ARTICLE XIV**

##### FISCAL YEAR

The fiscal year of the Chapter is July 1 through June 30.

#### **ARTICLE XV**

##### DISSOLUTION

If the Chapter) should dissolve, all funds in the treasury will be given to the AORN Foundation

Revised 9/13/2001

Reviewed 7/2003

Revised 9/2008

Revised 9/2014

Revised 1/2018