

# **AORN Bylaws**

## **ARTICLE I**

The name of this professional organization is AORN, Inc., (Association of periOperative Registered Nurses), hereinafter referred to as the "Association".

## **ARTICLE II** **PURPOSES**

The purposes of this Association are:

- A. To unite registered professional nurses for the purpose of maintaining an Association dedicated to promoting the highest professional standards of perioperative nursing practice for the optimal 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 to influence health care delivery locally, nationally, and globally;
- E. To cooperate lawfully with other professional associations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purposes of the Association;
- 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 Association is not organized for profit and no part of its earnings inure to individuals.

## **ARTICLE III** **MEMBERSHIP AND DUES**

Section 1: Membership in the Association 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 Association are chapter member, member at large, retired, student and associate.

- A. **CHAPTER MEMBER:** A registered professional nurse who supports the mission of AORN living in an area where a chapter exists.

- B. **MEMBER AT LARGE:** A registered professional nurse who supports the mission of AORN and does not have access to a chapter.
- C. **RETIRED:** A retired registered professional nurse who supports the mission of AORN.
  - 1. Qualifies to be a member at large.
  - 2. If a chapter membership is selected, applicable chapter dues may be assessed.
- D. **STUDENT:** An individual pursuing education leading to eligibility to sit for the registered nurse licensing examination. May choose local chapter affiliation.
  - 1. May not hold elective office.
  - 2. May not serve as a delegate to the AORN House of Delegates.
  - 3. This is a nonvoting category.
- E. **ASSOCIATE MEMBER:** An individual who is not a registered nurse, who provides or provided direct or indirect perioperative services, and who supports the mission of AORN.
  - 1. May choose local chapter affiliation.
  - 2. May not hold elective office.
  - 3. May not serve as a delegate to the AORN House of Delegates.
  - 4. May not vote.

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 Association are determined by the Board of Directors and subject to ratification by the House of Delegates.
- B. Dues shall be paid according to established policy.
- C. **Delinquency:** Any member whose dues are not received by the last working day of the member's renewal month is automatically terminated as a member, and all privileges of the Association are withdrawn.

**ARTICLE IV**  
**OFFICERS**

The officers of this Association are President, President-elect, Vice President, Secretary, and Treasurer.

- A. **President:**
  - 1. Serves as the official representative of the Association and presides at all meetings of the House of Delegates and the Board of Directors.
  - 2. Creates; determines duties; appoints, subject to Board approval; and serves ex officio on all

committees, special committees, and subcommittees of the Board and the Association except the Nominating and Leadership Development Committee.

3. Facilitates continuity in transition of the office of the President.

B. President-elect:

1. Observes, assists, and consults with the President in preparation for assuming the duties and responsibilities of that office.
2. Facilitates continuity in transition to the office of the President.

C. Vice President:

1. Observes, assists, and consults with the President.
2. Performs the duties of the President in the absence or inability of the President to fulfill the role.

D. Secretary:

1. Assures accurate records are maintained of the proceedings of all business meetings of the House of Delegates and the Board of Directors.
2. Convenes the House of Delegates or Board of Directors in the absence of the President and the Vice President, and presides at the election of the chair pro tem.

E. Treasurer:

Monitors the fiscal affairs of the Association and provides reports and interpretation to the House of Delegates and the Board of Directors.

## **ARTICLE V** **BOARD OF DIRECTORS**

The Board of Directors consists of the officers and seven (7) elected members. It has power, authority and responsibility to manage the affairs of the Association, except modifying action of the House of Delegates.

### Section 1: Meetings

- A. Meets at least three (3) times per year.
- B. Special meetings of the Board of Directors may be called by the President or upon written request of three members of the Board of Directors.
- C. Five (5) 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 by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

## **ARTICLE VI** **NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE**

### Section 1: Committee Composition

- A. The Nominating and Leadership Development Committee consists of five (5) members. Three (3) members are elected in the even numbered years and two (2) in the odd numbered years, each serving for a term of two (2) years.
- B. The immediate past President will automatically become a non-voting member of the committee for a term of one (1) year following the term of office as President.

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. Establishes effective processes for the development of members to serve in leadership roles at all levels of the Association.
- D. Selects a chair from the continuing committee members.

**ARTICLE VII**  
**ELIGIBILITY - ELECTIONS - TERMS - VACANCIES - REMOVAL**

Section 1: Eligibility

- A. To be eligible for elective office as a member of the Board of Directors or as a member of the Nominating and Leadership Development Committee, a nominee must currently provide or have previously provided perioperative nursing care that addresses(ed) the needs of patients preoperatively, intraoperatively, and postoperatively.
- B. To be eligible for elective office as a member of the Board of Directors or a member of the Nominating and Leadership Development Committee, a nominee must have been a member of the Association continuously for two (2) years immediately prior to being nominated and may not be an employee of AORN Headquarters.
- C. To be eligible for the office of President-elect or Vice President, a nominee must have served at least one (1) year as a member of the Board of Directors, be a CNOR and must possess a minimum educational preparation of a BSN or bachelor's degree in a related field.
- D. The members of the Nominating and Leadership Development Committee may not be listed as candidates for election on a slate that they have prepared.

Section 2: Elections

- A. The Officers, Board of Directors, and the Nominating and Leadership Development Committee shall be elected by ballot at the annual Congress, and plurality elects. In case of a tie, choice is by lot.
- 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 annual election.
- C. Nominations for all elected positions may be made from the floor of the first session of the House of

Delegates, provided that eligibility has been verified and written consent to serve, if elected, was obtained from the nominee and is submitted at the time of the nomination.

### Section 3: Term of office

- A. President-elect is elected each year and serves in that capacity for one (1) year, and then as President for one (1) year.
- B. The Vice President and Secretary shall be elected in the even numbered years for a term of two (2) years and shall serve until their successors have assumed office.
- C. The Treasurer shall be elected in the odd numbered years for a term of two (2) years and shall serve until a successor has assumed office.
- D. Three (3) members of the Board of Directors shall be elected in the even numbered years for a term of two (2) years and shall serve until their successors have assumed office.
- E. Four (4) members of the Board of Directors shall be elected in odd numbered years for a term of (2) years and shall serve until their successors have assumed office.
- F. 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 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 from a slate submitted by the Nominating and Leadership Development Committee and eligibility requires the nominee to have served at least one (1) year 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 term (1/2) is deemed to have served one (1) term in an elected position.

### Section 5: Removal

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

## **ARTICLE VIII** **MEETINGS**

- A. House of Delegates
  - 1. The annual meeting is designated as the annual Congress, and the time and place is determined by the

Board of Directors.

2. The voting body of the annual Congress is the House of Delegates constituted as follows:
  - a) The maximum size of the House of Delegates is 1,500 voting members, excluding the delegates described in paragraphs b), c) and d).
  - b) All officers and members of the Board of Directors are delegates and entitled to all the privileges of a delegate at the time they assume office. (May not serve as a chapter delegate.)
  - c) The three (3) most recent and eligible past Presidents attending the annual Congress are delegates. (May not serve as a chapter delegate.)
  - d) Specialty Assemblies shall be allocated two delegates per Specialty Assembly. (May not serve as a chapter delegate).”
  - e) The delegate count shall be allocated annually to chapters and MAL category members based upon the ratio of total chapter membership to total Association membership as of June 30, with each chapter and the MAL category having a minimum of one (1) delegate and one (1) alternate delegate.
  - f) Each selected delegate shall serve for a term commencing at the beginning of the first annual Congress that follows the election of the delegate and ending immediately prior to the beginning of the next annual Congress.
3. The House of Delegates convenes at least twice during each annual Congress.
4. Special meetings of the House of Delegates may be called during the annual Congress by the national President, or upon request of one third (1/3) of the total number of members of the House of Delegates, or by written request of five (5) members of the Board of Directors.
5. Special meetings of the House of Delegates may be held between annual Congresses on the written request of five (5) members of the Board of Directors. A delegate may vote at a special meeting by proxy granted to the Secretary of the Association or such other person or persons as the notice of the meeting may specify.
6. Delegates shall not vote by proxy at meetings of the House of Delegates held during the annual Congress.
7. The presence of twenty percent (20%) of the registered delegates constitutes a quorum for all meetings of the House of Delegates.

B. The business of this organization may be conducted electronically by the Board of Directors, Committees, and House of Delegates.

## **ARTICLE IX**

### **ORGANIZATIONAL UNITS**

#### Section 1: Committees and Task Forces

In order to facilitate the Association's mission and strategic plan as well as the needs of the profession, the Board of Directors shall at least annually create such committees and ad hoc task forces as it deems desirable. The President-elect shall appoint the members of all such committees and ad hoc task forces. Each committee or task force shall consist of a chair and at least two (2) additional members. Each committee or task force shall have only such powers as are specifically delegated to it by the Board of Directors. A majority of the members of the committee or task force shall constitute a quorum.

#### Section 2: Specialty Assemblies

Specialty Assemblies are groups that allow members to network with other members of similar interests and share their specialty expertise.

Section 3: Organizational Units

To achieve the mission and purposes of AORN, the Board of Directors may establish organizational units to serve special interests of the membership.

Section 4: State Councils

State Councils composed of registered nurses may be recognized as AORN affiliates by the Board of Directors.

**ARTICLE X**  
**EXECUTIVE DIRECTOR AND HEADQUARTERS**

- A. The Executive Director is the salaried employee of the Association accountable to the Board of Directors and given the authority to administer the Association according to policies established by the House of Delegates and the Board of Directors.
- B. The Executive Director shall employ, direct, promote and terminate Headquarters staff of the Association.

**ARTICLE XI**  
**OFFICIAL PUBLICATION**

The official publication of the Association is the *AORN Journal*.

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIII**  
**AMENDMENTS**

- A. Proposal: Amendments to these Bylaws may be proposed by any member of the Association.
- B. Submission: Proposed amendments must be submitted to the chair of the Bylaws Committee at least one hundred-eighty (180) days prior to the annual Congress.
- C. Notice: The proposed amendments must be received in written format by all members at least forty-five (45) days prior to the annual Congress.
- D. Adoption: The adoption of an amendment to these bylaws requires a two-thirds (2/3) vote of the delegates present and voting at the annual Congress.

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