

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 operating room nurses for the purpose of maintaining an Association dedicated to the constant endeavor of promoting the highest professional standards of perioperative nursing practice for the optimum care of the patient before, during, and after surgery;
- B. To provide opportunity for continuous learning through diversified educational activities;
- C. To study, discuss, research, and exchange information in the field of perioperative nursing;
- D. To hold meetings at intervals for the purposes of this Association;
- 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 perioperative nursing 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 eChapter or consistent access to a local 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.
 - 1. Qualifies to be a member at large.
 - 2. If a chapter membership is selected, applicable chapter dues may be assessed.
 - 3. May not hold elective office.
 - 4. May not serve as a delegate to the AORN House of Delegates.
- E. ASSOCIATE: An individual who supports the mission of AORN and who is primarily engaged in one of the following professions: health care industry representative, central service professional, physician, health care administrator, perioperative and facility material management, informatics personnel or pharmacist.
 - 1. Qualifies to be an associate at large.
 - 2. If a chapter membership is selected, applicable chapter dues may be assessed.
 - 3. May not hold elective office.

- 4. May not serve as a delegate to the AORN House of Delegates.
- 5. This is a nonvoting category.

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:**
Serves as the official representative of the Association and presides at all meetings of the House of Delegates, the Board of Directors, and the Executive Committee.
- B. **President-elect:**
Observes and assists 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 act.

- D. **Secretary:**
Assures records are maintained of the proceedings of all business meetings of the House of Delegates and the Board of Directors.

- 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
NOMINATING COMMITTEE - NOMINATIONS
ELIGIBILITY - ELECTIONS
TERMS - VACANCIES - REMOVAL

Section 1: Nominating Committee

- A. The Nominating 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: Nominations

- A. The Nominating Committee prepares and presents a slate of candidates to serve in elected capacity.
- B. Nominations may be made from the floor 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: Eligibility

- A. To be eligible for elective office as a member of the Board of Directors or as a member of the

Nominating 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 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.
- D. The members of the Nominating Committee may not be listed as candidates for election on a slate that they have prepared.

Section 4: Elections

- A. The Officers, Board of Directors and the Nominating Committee shall be elected by written 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.

Section 5: Term of office

- A. 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 6: 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 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 filling a vacancy for an unexpired term of one (1) year or more is deemed to have served one term.

Section 7: Removal

Any elected 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 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 VI
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), and c).
 - 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) 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.
 - e) 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.

ARTICLE VII
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; once immediately before, once immediately following the annual Congress, and once in the interim between Congresses.
- 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 of whom are officers, constitutes a quorum.

Section 2: Executive Committee

- A. Consists of at least three (3) members: the

President, the President-elect, and the Vice President.

- B. Assists the President in expediting the business of the Association between meetings of the Board of Directors. A majority constitutes a quorum.

ARTICLE VIII **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: 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 3: State Councils

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

ARTICLE IX **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 X **OFFICIAL PUBLICATION**

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

ARTICLE XI **PARLIAMENTARY AUTHORITY**

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

ARTICLE XII **AMENDMENTS**

- A. Amendments to the bylaws may be made at the annual Congress by a two-thirds (2/3) vote of the delegates present and voting provided that the proposed amendments have been submitted to all members at least forty-five (45) days prior to the annual Congress.
- B. Amendments to the bylaws may be made at the annual Congress by a four-fifths (4/5) vote of the delegates present and voting provided the amendments are submitted at one meeting and voted upon at the next meeting.

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