

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 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, lifestyle, color, sex, or age.

Section 3: Categories of membership in this Association 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. Membership dues in this Association are determined annually by the Board of Directors and any increase shall not exceed \$10.00 over the then existing dues amount. Any increase in excess of \$10.00 is 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. Serves ex officio on all committees and task forces of the Board and the Association except the Nominating 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:

1. 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 (3) 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 COMMITTEE

Section 1: Committee Composition

- 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: 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. 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 Committee, a 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 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, 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 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 Committee shall be elected by ballot of the members in good standing, with voting rights as defined in Article III, 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 by petition for all elected positions may be made immediately after the Nominating Committee presents its slate of candidates, but no later than 45 days prior to the commencement of voting. The candidate's name will be placed on the ballot after eligibility has been verified.

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 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 (1/2) term 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**

Section 1: House of Delegates

- A. The annual meeting shall be a face-to-face meeting and is designated as the annual Congress, and the time and place is determined by the Board of Directors.
- B. The voting body of the annual Congress is the House of Delegates constituted as follows:
 - 1. Chapter designated delegates.
 - 2. Any member in good standing with voting rights as defined in Article III, who is attending the annual Congress.
- C. 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.
- D. Delegates shall not vote by proxy at meetings of the House of Delegates held during the annual Congress.
- E. A quorum consists of all delegates present at a meeting of the House of Delegates but shall not be fewer than 100 delegates.

Section 2: Special business meetings held between Congresses.

- A. Special business meetings of the Association may be held between annual Congresses on the written request of five (5) members of the Board of Directors.
- B. The voting body of special business meetings held between Congresses shall be:
 - 1. Chapter designated delegates.
 - 2. Any member in good standing with voting rights as defined in Article III.

- C. There shall be no voting by proxy at the special business meetings held between Congresses.
- D. The quorum for any special business meetings held between Congresses shall be at least 100 delegates, with a minimum of ten (10) delegates from each of AORN's five (5) national legislative regions.

Section 3: The business of this organization may be conducted electronically by the Board of Directors, Committees, House of Delegates and at special business meetings held between Congresses.

ARTICLE IX
MEMBER INITIATED ORGANIZATIONAL UNITS

Section 1: Chapters

- A. Chapters are separate legal entities composed of AORN members, and their purposes support the mission of AORN. Chapters must meet the Chapter Accountability Standards.
- B. AORN shall not be liable for the debts or obligations of any Chapter, and no Chapter shall be liable for the debts or obligations of AORN.

Section 2: State Councils

- A. State Councils are separate legal entities that are organized within a state or consortium of states and are composed of those who support the mission of AORN. State Councils that meet the requirements for designation as an AORN affiliate may be recognized as such by the Board of Directors.
- B. AORN shall not be liable for the debts or obligations of any State Council, and no State Council shall be liable for the debts or obligations of AORN.

Section 3: Specialty Assemblies

- A. Specialty Assemblies are groups that allow members to network with other members who have similar interests and to share their specialty expertise. Specialty Assemblies must meet the Specialty Assembly Accountability Standards.

ARTICLE X
BOARD INITIATED ORGANIZATIONAL UNITS

Section 1: Committees and Task Forces

- A. The Board of Directors may establish committees and task forces to facilitate the Association's mission and strategic plan.
- B. Committee and task force members shall be appointed by the President or President-elect and consist of a chair and at least two (2) additional members, pending Board of Directors approval.
- C. Each committee or task force shall have only such authority as delegated to it by the Board of Directors.
- D. A majority of the members of the group 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.

ARTICLE XI
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 XII
OFFICIAL PUBLICATION

The Board of Directors shall establish and maintain vehicle(s) of communication for the Association. Information carried therein shall constitute official notification to the membership at all times.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

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

ARTICLE XIV
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 Secretary of the AORN Board of Directors at least one hundred eighty (180) days prior to the annual Congress. If a Bylaws Committee does not exist, the receipt of a submission by the Secretary will require formation of a Bylaws Committee.
- 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.

AORN, Inc.
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