Merge or Disband? More Options for Chapters

Many Chapters are discussing the option of merging two or more Chapters to pool their resources. This is a viable alternative for Chapters, versus disbanding. Here is information regarding both, so you can choose what is right for your Chapter situation. **NOTE:** Keep in mind that all existing Chapters must submit their Chapter Accountability Standards every year, by 12/31, in order to stay in active status.

**Merging Chapters**

If you’re thinking of merging two or more Chapters, below are the guidelines to help – 1) Merging two or more Chapters WITH a name and bank change, and 2) Merging two Chapters and KEEPING one Chapter’s name and bank account. Because each Chapter has their own Tax ID (EIN) number and bank account, merging may be a bit intimidating. The basic rule is - if there is going to be a Chapter name and bank change, all Chapters involved will disband and start fresh (ie, new EIN, bank account, bylaws, etc).

I. **Merging two or more Chapters WITH a name and bank change**

1. Send a notice to the members in all Chapters involved.
   a. State clearly that serious consideration is being taken to merge said Chapters.
   b. State your reasons for the merge.
   c. Ask for their opinion on said merge – can even put check boxes –
      - [ ] For
      - [ ] Against
      - [ ] Either way is fine
   d. Choose one person from each Chapter to collect feedback, so Chapter members feel comfortable sharing concerns/support/feedback.
   e. Give them a deadline for feedback (ie, 30 days is plenty of time).
   f. Come up with a statement declaring what your actions will be after this deadline (ie, continue with the merge OR need three (3) volunteers to step up and lead each Chapter so there is no merge OR disband) and that no answer will be considered a positive vote for merging Chapters.

2. After the feedback deadline, schedule a face-to-face meeting with all Chapter officers involved in the merge to discuss results. Those not able to attend can call in via conference call (if available).
3. If the result is to merge, discuss a name for newly merged Chapter.
4. Discuss officers for the newly merged Chapter, taking into account what is best for all Chapters.
5. Discuss future educational programs, locations, possible dates, and volunteers to lead events.
6. Discuss the location of the bank account and whose names will be on the account.
7. Develop Chapter bylaws for newly merged Chapter.
8. File for new EIN number with the IRS (Chapter Relations can walk you through the process).
9. Send Chapter Relations proof of new EIN number.
10. Close all existing bank accounts and have final bank checks payable to **New Merged Chapter Name**.
11. Open new bank account. #10 and #11 can be done in reverse order if needed – whatever works best for the Chapters.
12. Fill out new direct deposit form and send to AORN Chapter Relations, along with a voided check from new account.
13. Notify AORN Chapter Relations of merged Chapter’s name and which Chapters will be disbanded. (AORN will notify the IRS of the disbanding Chapters via their yearly Chapter subordinate audit.)
14. Send AORN Chapter Relations all newly merged Chapter documents – bylaws, direct deposit form with voided check from new account, merged Chapter recognition form, officers, etc.

**AORN process**

1. Once AORN Chapter Relations has all documents, AORN will begin forming the newly merged Chapter.
2. When formation of the newly merged Chapter is complete, merging Chapters will be disbanded and members, zip code designations, and money will be merged into the newly formed Chapter.
3. Notification letters will be sent to all Chapter members regarding recent merge (drafted per the newly
merged Chapter officers).
AORN will notify IRS of new and disbanding Chapters through annual IRS subordinate audit.

II. **Merging two Chapters and KEEPING one Chapter's name and bank account**

1. Send a notice to the members in all Chapters involved.
   a. State clearly that serious consideration is being taken to merge said Chapters.
   b. State your reasons for the merge.
   c. Ask for their opinion on said merge – can even put check boxes –
      ☐ For ☐ Against ☐ Either way is fine
   d. Choose one person from each Chapter to collect feedback, so Chapter members feel comfortable sharing concerns/support/feedback.
   e. Give them a deadline for feedback (ie, 30 days is plenty of time).
   f. Come up with a statement declaring what your actions will be after this deadline (ie, continue with the merge OR need three (3) volunteers to step up and lead each Chapter so there is no merge OR disband) and that no answer will be considered a positive vote for merging Chapters.

2. Schedule a face-to-face meeting with all Chapter officers involved in the merge just after the deadline for feedback to discuss results. Those not able to attend can call in on a conference call number (if available).

3. Discuss officers for the Chapter, taking into account what is best for both Chapters involved.

4. Discuss whose names will be on bank account (if changes).

5. Discuss educational programs, locations, possible dates, and volunteers to lead events.

6. Discuss any Chapter bylaws changes.

7. Disbanding Chapter will close out bank account. Bank check is made payable to remaining Chapter name.

8. Send formal notify to Chapter Relations of remaining Chapter’s name and which Chapter will be disbanded. Also include amount of money given to remaining Chapter from disbanding Chapter.

**AORN process**

1. Once AORN Chapter Relations has been notified of the merge, AORN will stop all direct deposits to the disbanding Chapter.

2. Disbanding procedures will be followed for the disbanding Chapter.

3. When disband is complete, members, zip code designations, and money will be merged into the remaining Chapter.

4. A notification letter will be sent to all Chapter members regarding merge.

5. AORN will notify IRS of disbanding Chapter through annual IRS subordinate audit.

**Disbanding a Chapter**

If your Chapter does not wish to merge with another Chapter (or doesn’t have that option), has not had any education programs for several years, or if there is no communication going out to members, you may want to consider disbanding your Chapter. Below is a check list to help you properly disband your Chapter.

**Responsibilities for President or Chapter Leader**

☐ Schedule a meeting to discuss the future of the Chapter.

1. Send a notice to all members clearly stating that the meeting is scheduled to discuss the possibility of disbanding the Chapter. Include a phrase stating that people who do not come to meeting or call before the meeting to express an interest, will be considered a positive vote for disbanding the Chapter.

2. At meeting, see who is willing to take on the vacant role and/or fill other officer positions. If there is an interest, have willingness-to-serve forms ready and initiate a plan of action for reorganization.

3. If no one is interested, take a vote to disband the Chapter. If quorum is not present at the meeting, the president and officers may make the decision to disband.

4. Close out the Chapter account. Have final bank check payable to AORN Foundation.
If a meeting is not feasible, send all members a letter or email stating that your Chapter is disbanding.
1. Give members time to respond to see if someone is willing to take over and run the Chapter.
2. Give a deadline stating that members need to rebut the decision to disband by a certain time.
3. If no response, continue with disbanding the Chapter.
4. Close out the Chapter account. Have final bank check payable to AORN Foundation.

Send bank check to AORN Chapter Relations Coordinator, payable to the AORN Foundation. Be sure to designate your money in any way you’d like – ie, Pathway to Patient Safety Brick, Chapter education, AORN Global Surgical Conference & Expo scholarship, student education, etc. Also send a letter with the bank check clearly stating the disbursement of funds and that the Chapter checking account is closed.

Responsibilities for Headquarters Staff
- When notice and final check is received, the Chapter number will be inactivated, Chapter dues will stop being collected, and Chapter zip codes will be transferred either to another Chapter or to Member-at-Large (MAL).
- Members of the Chapter will be reassigned to another Chapter in the area, eChapter, or to MAL, if no chapter preference was stated in disband notification.
- All members in the disbanded Chapter will receive notification of their new Chapter status.
- AORN will notify IRS of disbanding Chapter through annual IRS subordinate audit.

Contact AORN Chapter Services at (800) 755-2676 or chapterservices@aorn.org with questions or for more information.