

Chapter Bylaws Guidelines

ARTICLE I

The name of this professional organization is _____ Chapter of AORN, hereinafter referred to as the “chapter.”

Article II, is mandatory and must be included in the chapter bylaws exactly as written.

ARTICLE II

PURPOSES

The purposes of this chapter are:

- A. To unite registered nurses for the purpose of maintaining a chapter 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 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 inure to individuals.

These remaining Articles may be modified or deleted as your chapter sees fit. The following is suggested language based on AORN Inc.’s approach to governance.

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, lifestyle, 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 the chapter.
 - May vote for elected officials and on membership matters.
 - 1. May hold elective office.
 - 2. 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 the chapter.
 - 1. May serve on committees.
 - 2. May not vote for elected officials or on membership matters.
 - 3. May not hold elective office.

Section 4: Termination

- A. The chapter 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 chapter Board of Directors after demonstrating eligibility for membership.

ARTICLE IV **OFFICERS**

The officers of the chapter shall be elected annually by the members and shall include a President, a Treasurer and Secretary, and may include a President-elect and/or a Vice President, at the members' election. Any two or more offices may be held by the same person. Chapter officers must not allow their AORN membership to lapse during their term of office. (*Suggestion: Choose the most appropriate officers for your chapter from below.*)

- A. President:
 - a. Serves as the official AORN representative and contact of the chapter and presides at all meetings of the chapter and its board of directors.
 - b. Creates, determines duties, and appoints all committees and committee members; and serves ex officio on all committees, *except the Nominating Committee (if there is a Nominating Committee)*.
 - c. Facilitates continuity in transition of the office of the President.
 - d. Assigns a chapter liaison to work with the local AORN State Council (*if applicable*).
 - e. Reviews monthly bank statements.
- B. President-elect:
 - a. Observes, assists, and consults with the President in preparation for assuming the duties and responsibilities of that office.
 - b. Facilitates continuity in transition to the office of the President.
 - c. Performs the duties of the President in the absence or inability of the President to fulfill the role.
- C. Vice President (*if applicable*):
 - a. Observes, assists, and consults with the president.
 - b. Performs the duties of the President in the absence or inability of the President or President-elect to fulfill the role.
- D. Secretary:
 - a. Ensures accurate records are maintained of the proceedings of all business meetings and affairs of the chapter.
 - b. Convenes chapter meetings in the absence of the President and the Vice President.
- E. Treasurer:
 - a. Monitors the fiscal affairs of the chapter and provides reports to the membership and the board of directors.
 - b. Oversees and accomplishes any required tax filings.

ARTICLE V **BOARD OF DIRECTORS**

The Board of Directors consists of the officers and any additional elected Directors. The board has the power, authority, and responsibility to manage the affairs of the chapter, except to modify action of the members.

Section 1. Number; Term of Office; Resignation and Removal.

- A. The number of Directors may be determined from time to time by the Board of Directors, but no decrease in such number shall have the effect of shortening the term of any incumbent director.
- B. Each Director shall hold office until a successor is duly elected and qualified, or until the Director's earlier death, resignation, disqualification or removal.

C. Any Director (including officers) may resign at any time by written notice to the Board of Directors. Directors (including officers) may be removed from office by a majority of voting members, with or without cause.

Section 2: Meetings

- A. The Board of Directors shall meet at frequency and time and place as 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 a majority of the Directors.
- C. The presence of a majority of the Board of Directors, at least two of whom are officers, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- D. The Board of Directors may participate in meetings by any means of communication where all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

ARTICLE VI **MEETINGS**

Section 1: Chapter Meetings

- A. The Board of Directors shall determine the number of chapter meetings per year and the time and place of the meetings. Chapter meetings may be face-to-face and/or by webinar and conference calls.
- B. Notices of all chapter meetings will be sent to the membership, and shall include the purpose, time and place of the meeting.
- C. Unless otherwise required by applicable law, 3% of the membership, including two members of the Board of Directors, one of whom is an officer, shall constitute a quorum for a purposes of transacting membership business.
- D. Special meetings may be called by the President, the majority of the Board of Directors, or a quorum of the membership; notice of all special meetings will be sent to the membership, and shall include the purpose, time and place of the meeting.

ARTICLE VII **COMMITTEES AND TASK FORCES**

Section 1: Committees and Task Forces

- A. In order to facilitate the chapter's mission and strategic plan, as well as the needs of the profession, the Board of Directors may create such committees and ad hoc task forces as it deems fit. The president or president-elect may appoint the members of such committees and ad hoc task forces. Each committee or task force shall consist of a chair and at least two additional members. Each committee or task force shall have only such powers as are specifically delegated to it by the Board of Directors.
- B. At the Board's discretion, standing committees of the chapter may include (but are not limited to) budget and finance, bylaws and policies, education, legislative, membership, newsletter, communications, web, OR Nurse Day, research, and scholarship.

ARTICLE VIII **AMENDMENTS**

- A. Proposal: Amendments to these bylaws may be proposed by any member of the chapter and submitted to the Board of Directors.
- B. Notice: The proposed amendments must be received in written format by all chapter members at least five (5)

days prior to the voting meeting.

- C. Adoption: The adoption of an amendment to the bylaws requires a two-thirds (2/3) vote of the voting members present.

DISSOLUTION

Upon dissolution, all funds in the chapter treasury will be given to the AORN Foundation.

Approved/Revised Date

Officer Name, Signature, and Title

Approved/Revised Date

Officer Name, Signature, and Title