

# **AMERICAN ACADEMY OF AMBULATORY CARE NURSING BYLAWS**

## **ARTICLE I - NAME**

The name of the association is the American Academy of Ambulatory Care Nursing (AAACN), herein referred to as AAACN. This association shall be incorporated in the State of New Jersey.

## **ARTICLE II - PURPOSE**

AAACN promotes leadership, collaboration and innovation in ventures that advance the delivery of nursing and health care services in ambulatory care settings through clinical, educational, research, and health policy initiatives.

## **ARTICLE III - MEMBERSHIP**

Section 1. Categories of membership

There shall be six (6) categories of members:

A. Active Members shall be registered nurses involved or interested in ambulatory care nursing. Active Members have the right and privilege to pay dues; express opinions about association programs, provide input for decisions made and actions taken; make nominations for officer elections; vote; hold office; and serve on committees, task forces, special interest groups, or other volunteer activities as chairpersons or members.

B. Affiliate Members shall be those persons with a professional interest in ambulatory care nursing. They will pay dues and may serve on committees, task forces, special interest groups, or other volunteer activities, but they shall neither hold elected office nor vote.

C. Lifetime Members: This category of membership is in recognition of special service to AAACN or for unusual work in the field of interest of AAACN. It is awarded by a two-thirds (2/3) vote of the Board of Directors. Lifetime members hold all rights and privileges of Active membership, but dues are not assessed. The general membership may recommend candidates for consideration by the Board of Directors. Past presidents are awarded lifetime membership after their term as president expires.

D. Senior Members shall be those who have reached the age of sixty-two (62) years and have been Active Members for three (3) years prior to reaching 62. Senior members have all rights and privileges of Active Members and shall pay dues at reduced rates.

E. Student Members shall be individuals who are enrolled in a professional college or school of nursing, are studying toward initial licensure as a registered nurse, have a special interest in ambulatory care nursing, subscribe to the purposes of AAACN, and abide by AAACN bylaws and policies. Student Members shall have a voice about AAACN business and actions and may serve as committee, task force, special interest group, or other volunteer activity members. Student Members shall pay dues at reduced rates but have no voting privileges.

F. Corporate Members shall be corporations or foundations who support the mission of AAACN. Membership shall be upon invitation. Corporate Members may serve as members of committees, task forces, or other volunteer activities.

## Section 2. Admission to membership

Any person interested in becoming a member of AAACN shall submit an application on a form approved by the Board, to the AAACN office. Applicants who meet the membership criteria will be accepted upon payment of dues as applicable.

## Section 3. Dues

### A. Establishing dues

Membership dues or any initiation fees shall be set by the Board. The Board shall notify the membership of any changes in the dues structure within 60 days of the adoption of the changes.

### B. Dues year

The dues year and the fiscal year shall be determined by the Board of Directors.

### C. Delinquent dues

Members whose dues are not paid at the time they become due shall be automatically removed from the membership roster and forfeit all rights and privileges of membership.

### D. Special assessment

In case of an extreme emergency the Board, no more than once annually, may assess the members in addition to their dues for an amount not to exceed the amount of the current annual dues.

## Section 4. Transfer of membership

Membership shall not be transferable or assumable.

## Section 5. Resignation

A member may resign by sending written notice of the resignation to the National Office.

## Section 6. Membership reinstatement

A member who has been removed from membership for non-payment of dues, may be reinstated by payment of the current year's dues.

# **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. The governing body of AAACN is the Board of Directors (herein known as the Board).

## Section 2. Board membership

- A. The Board of Directors includes President, President-Elect, Immediate Past President, and between five (5) to eight (8) Directors.
- B. The Chief Executive Officer of AAACN shall be a non-voting member of the Board.
- C. The officers shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The President-Elect, Secretary and Treasurer shall be elected by the board from among the current Directors. In the event that a President-Elect candidate cannot be identified from among the current Board of Directors, a previous Director on the Board of Directors may be considered.

- D. The Board of Directors have the ability to add non-voting members to the Board for one year at their discretion based on the given activities of the association. These members must be approved by majority vote by the Board.

### Section 3. Qualifications for office

All directors shall be members of AAACN. Affiliate, corporate, and honorary members may not serve as directors.

### Section 4. Powers

- A. All directors shall strategically plan for, direct and oversee AAACN's business and financial affairs; establish administrative policy; authorize the formulating and awarding of all contracts; contract for management services and the maintenance of national headquarters; fill vacancies as required in these bylaws and the parliamentary authority; review committee reports and determine action on committee reports; supervise the Chief Executive Officer; promote the mission of AAACN; and consider such other business as directed by the membership at the Annual Meeting.
- B. All directors shall perform the duties prescribed in these bylaws and those contained in the parliamentary authority adopted by AAACN. All directors shall also make such reports and perform such other duties as may be assigned by the Board.
- C. President shall:
1. Preside at all meetings of AAACN and the Board;
  2. Present an Annual Report to the membership;
  3. Serve as the official representative of AAACN;
  4. Serve as an ex-officio member of all committees, task forces, special interest groups, or other volunteer activities, except the Leadership Development & Nominating Committee;
  5. Upon completion of the term assumes the office of Immediate Past President.
- D. President-Elect shall primarily orient to the roles and functions of the President.
- E. Director serving as Secretary shall be responsible for the minutes of the Board and AAACN.
- F. Director serving as Treasurer shall monitor all financial records.
- G. Immediate Past President shall have full voting privileges as a board member, and serve as a Director and as Chairperson of the Leadership Development & Nominating Committee.

### Section 5. Elections

- A. Active, Lifetime and Senior, members shall have the right, privilege and opportunity to vote.
- B. Voting is by electronic means as directed by the Board.
- C. Election to office shall occur by plurality of votes cast. In case of a tie, the election will be decided by lot as determined by the Board of Directors.
- D. In the event of only one (1) official candidate running for each position on the ballot, and there is no other candidate, the election is deemed uncontested. The Secretary shall cast a lone ballot and the election to office will be official.

### Section 6. Term of office

- A. The President-Elect shall serve one year as President-Elect, one year as President, and one year as Immediate Past President.
- B. Directors shall be elected to serve staggered three year terms or until the successors are elected.
- C. The term of office shall begin at the close of the Annual Meeting following their election.

- D. A director who has served more than half a term shall be considered to have served a full term.
- E. No director may hold more than one office at any one time or serve more than two consecutive terms in the same office.
- F. Directors serving as Secretary and Treasurer will be elected by the board for one year terms or until their successors are elected.

#### Section 7. Vacancy in office

- A. A vacancy in the office of President shall be filled by the President-Elect, who upon completion of the unexpired term shall continue as President for the term the officer was elected to serve.
- B. A vacancy in the office of President-Elect shall be filled by the board of directors.
- C. In the event of a vacancy in the office of Immediate Past President, the Board may distribute the work of that office among the members of the Board or appoint a member to fulfill the board vacancy and assume the responsibilities of a Director.
- D. A vacancy in the office of Director shall be filled by a majority vote of the Board to complete the required term.

#### Section 8. Meetings of the Board

- A. The President shall set the time and place of Board meetings. Notice of the meeting shall be given at least fifteen (15) days before the meeting.
- B. Special meetings of the Board may occur at the call of the President. The purpose of the meeting shall be given in the Call. The business of the meeting is limited to the purposes listed in the Call.
- C. Board members may attend by telephone or video conference call providing a quorum is present and all members may simultaneously and instantaneously participate in the call.

#### Section 9. Majority

The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of greater number is required by law or by these bylaws.

#### Section 10. Quorum

The quorum for all meetings of the Board shall be two-thirds of the members.

### **ARTICLE V – COMMITTEES**

Section 1. Standing Committees shall be those so designated by the Board.

Section 2. The Board may establish Special Committees including Task Forces and Ad Hoc committees.

#### Section 3. Committee membership

- A. Each Committee, task force, special interest group, or other volunteer activity, except the Nominating Committee, shall have at least three members and one Board member to serve in a liaison role.
- B. The President with the advice and consent of the board shall appoint all committee, task force, special interest group, or other volunteer activity chairpersons, except the Chair of Nominating Committee. Committee, task force,

special interest group, or other volunteer activity chairpersons with Board liaison collaboration and support shall appoint committee members.

#### Section 4. Leadership Development & Nominating Committee

##### A. Leadership Development & Nominating Committee

1. The members of the committee shall be:
  - a) The Immediate Past President, Chairperson
  - b) One Director appointed by the Board
  - c) Three members elected by the membership for staggered two year terms or until their successors are elected. No member shall serve more than two consecutive terms on the committee.
2. The committee shall prepare a slate of nominees:
  - a) For each Board of Director's position where a term is expiring and
  - b) For each Leadership Development & Nominating Committee position where a term is expiring
3. The committee shall present the slate to the Board for their information prior to the publication of the slate to the membership.
4. The committee shall oversee the annual and special election processes following procedures adopted by the Board.
5. A vacancy on the Leadership Development & Nominating Committee shall be filled by a majority vote of the Board.
6. Newly elected members of the Nominating Committee take office at the beginning of the annual conference.

#### **ARTICLE VI. - MEETING OF THE GENERAL MEMBERSHIP**

Section 1. The Annual Meeting shall be held at a time and place designated by the Board for the purposes of education, receiving reports of officers and committees, hearing election results, and any other business that may arise.

Section 2. Special meetings of the membership may be called by the Board. Only business listed in the notice of the meeting may be considered at the meeting.

Section 3. The notice of the meetings shall be received by all members at least thirty (30) days prior to the date of the meeting. The notice of a meeting may be sent to the membership in the newsletter, by mail or by electronic mail as directed by the Board.

Section 4. The quorum for the Annual Meeting shall be twenty (20) members and two officers.

#### **ARTICLE VII – DISCIPLINARY ACTION**

Section 1. Disciplinary action of a Director

Any Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors for just cause or change in membership status.

## Section 2. Disciplinary action of a Member

A. The Board is empowered to take disciplinary action, including suspension or expulsion, upon finding that a Member has engaged in conduct injurious to the interest of the AAACN.

B. No disciplinary action shall be taken against any Member until such member has been served with written specific charges, given 30 days to prepare a defense and offered an opportunity for a hearing before the Board.

C. Suspension or expulsion of a Member may occur only upon an affirmative vote of a majority of the Board members.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The rules of the current edition of *Roberts Rules of Order Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any Special Rules of Order the association may adopt.

## **ARTICLE IX - AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by the Board, or by the petition of four members and sent to the Bylaws task force

Section 2. Proposed Amendments shall be:

A. Sent to the Bylaws task force for review and recommendation. The Bylaws task force may check and clarify the wording and combine like amendments with permission of the author before sending the amendments to the Board.

B. Considered by the Board which may make a recommendation to the membership concerning the proposed changes.

Section 3. Notice of Amendments

Notice of all proposed amendments shall be submitted in writing to the membership at least thirty (30) days prior to the ballot.

Section 4. Method of amending

A. These bylaws shall be amended by a majority vote of members voting at a regular or a special meeting provided proper notice has been given.

B. When thirty (30) days notice is given, these Bylaws may be amended by electronic ballot.

1. A electronic ballot shall be sent thirty (30) days prior to the date the Board has set for the close of the polls.

2. The procedure for an electronic ballot shall be determined by the Board.

3. An affirmative vote of a majority of the votes cast in either a mail or electronic ballot is required for adoption of the amendments.

C. If notice is not given, these bylaws may be amended at the Annual Meeting by ninety-five percent (95%) affirmative vote by members voting.

Section 5. Notice of all adopted amendments shall be given to the membership according to Board adopted procedures.

## **ARTICLE X - INDEMNIFICATION**

AAACN shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he/she is or was a representative of AAACN, or is or was serving at the request of AAACN as representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred if such person has been successful on the merits or otherwise in any such action or upon determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct applicable in N.J.S.A. 15 A:3-4 of the New Jersey Nonprofit Corporation Law. AAACN may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons under N.J.S.A. 15A: 3-4 (12) or the New Jersey Nonprofit Corporation Law.

## **ARTICLE XI - DISSOLUTION**

Upon the dissolution of AAACN, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization of organizations under section 5011 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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