

ARIZONA ORGANIZATION OF NURSE EXECUTIVES BYLAWS

ARTICLE I: NAME

This organization shall be known as: Arizona Organization of Nurse Executives heretofore shall be referred to in this document as "AZONE."

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1: MISSION: Promote safe, effective and affordable patient care through its leadership and the advancement of its members as nurse leaders in healthcare delivery systems.

A. LEADERSHIP

1. Acting as an Advisor to the Arizona Hospital and Healthcare Association (AzHHA).
2. Participating in the formulation of public policies that influence healthcare and nursing care.
3. Supporting clinical and administrative research.
4. Influencing role definition and utilization of healthcare personnel involved in the delivery of care across the continuum or system.
5. Providing, developing, and promoting standards of practice for nurse leaders.

B. EDUCATION

1. Promoting educational programs to strengthen nursing leadership practice.
2. Facilitating, influencing and supporting educational programs to meet the manpower needs for healthcare delivery.
3. Exploring and developing awareness of current legislation and its impact on the consumer and the healthcare providers.
4. Promoting and fostering mentoring relationship among members.

C. ADVOCACY

1. Providing consultation, advocacy, and interpretation of issues concerning nursing leadership within Healthcare systems.
2. Acquiring, maintaining, and disseminating data or information necessary for analysis, policy formulation, and strategic planning at the national, state and local levels.

D. RECOGNITION

1. Providing recognition of Arizona's nurse leaders and their contribution to the state's efforts of providing cost-effective health service.
2. Promoting AZONE as the recognized leader for organized patient care delivery.

E. NETWORKING

1. Providing opportunity for professional development through the exchange of ideas, sharing of information, and the demonstration of support for each other.
2. Communicating AZONE's position on pertinent issues that impact healthcare through collaboration with other associations, political entities and consumer interest groups.

Section 3: NONPROFIT OBJECTIVE: The organization functions exclusively for charitable, scientific and education purposes as a not-for-profit association. Business shall be conducted so that no part of its income or earnings will insure to the benefit of any members, director, officer or other individual.

Section 4: DISSOLUTION: Upon dissolution by the Board of Directors, the assets shall be distributed to a health related not-for-profit charitable organization.

ARTICLE III: MEMBERSHIP

Section 1: ELIGIBILITY

A. Full Members. Full Members of AZONE shall consist of Registered Nurse (RN) leaders. This includes those RN's who hold an organizational role of administration/management, who are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered; faculty in graduate and undergraduate nursing programs, including deans and directors; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; retired full members and editors of professional nursing journals.

Full Members shall have the right to hold any elected position; vote on organizational issues; elect a slate of candidates for service on the Board of Directors; and shall have the right to elect officers of AZONE. Full Members shall have the right to vote on amendments to AZONE Bylaws and on any increase in the dues proposed by the Board of Directors.

B. Associate Members. Associate Members of AZONE shall be Registered Nurses who are students enrolled in a relevant degree program and not otherwise eligible for membership or RNs interested in nursing leadership. They may attend AZONE business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in or vote for directors or Officers of AZONE.

C. Retired Members. Retired Members shall be any Full AZONE Member who is retired from the professional practice of nursing and has maintained AZONE membership for a period of five consecutive years prior to this application and who would not otherwise be eligible for continuing membership in AZONE. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception to hold office.

D. Honorary Members. Honorary membership is conferred for life upon recommendation and action by AZONE Board of Directors. Once conferred, honorary members may attend AZONE business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for the directors or Officers of AZONE except as otherwise set forth in these Bylaws. AZONE dues are waived for all honorary members.

Section 2: TRANSFER OF MEMBERSHIP

A. Membership in AZONE shall not be transferable to another person.

B. Members who change their institutional affiliation and continue to meet eligibility requirements shall retain their membership during the full term for which dues have been paid. It is the responsibility of the individual member to notify AZONE in writing of any changes in position.

Section 3: TERMINATION OF MEMBERSHIP

A. RESIGNATION: A member may, at any time, file a written resignation from AZONE in writing to the Board of Directors.

B. LOSS OF ELIGIBILITY: Active membership of any person who, because of change of position, is no longer eligible for membership in AZONE, shall continue as a member and/or officer for the current year, and may reapply for membership if eligible.

C. TERMINATION: Members failing to pay dues by April 1 shall automatically be terminated from membership and so notified in writing by AZONE treasurer.

ARTICLE IV: DUES

Section 1: ESTABLISHMENT OF AMOUNT. Annual dues of members for full, associate, and retired AZONE membership shall be established by the Board of Directors.

Section 2: INCREASE IN DUES. An increase in dues may be recommended and will become effective upon approval of a majority vote of AZONE members present at a regular meeting.

Section 3: NOTIFICATION. Notification of the proposed increase will be given to AZONE full, associate and retired members sixty (60) days prior to implementation date.

Section 4: PROPERTY. All dues paid to AZONE shall become the property of AZONE and are not refundable.

Section 5: DONATIONS. Any funds or property that may be donated to further the work or programs of AZONE shall become the property of AZONE, and shall be used for the purpose designated by the Board of Directors.

Section 6: EFFECTIVE/PAYABLE DATE. Dues shall be effective and payable by January 1. Dues received after October 1 shall be applied to the following calendar year, with membership privileges effective immediately.

ARTICLE V: MEETINGS

Section 1: REGULAR MEETINGS. Regular meetings for programs and activities will be held at least four (4) times per year for the purpose of carrying out the objectives of AZONE.

Section 2: ANNUAL MEETING. The last regular meeting of the year shall be known as the annual meeting and shall be for the purpose of receiving annual reports of officers and committees, and for election and installation of officers.

Section 3: SPECIAL BUSINESS MEETINGS. Special meetings may be called upon by request of at least three (3) members to the Board of Directors. The president shall preside at special meetings when in attendance. In the absence of the president, the president-elect shall assume chair.

Section 4: NOTICE OF MEETINGS. The Program chairperson of AZONE will be responsible to assure notifying the membership by mail of regular meetings not less than twenty (20) days prior to the date of the meeting.

Section 5: ORDER OF BUSINESS MEETINGS

- A. The agenda for business meetings shall be as provided by the Board of Directors. When an order is not so provided and when it is not otherwise expressly provided for in the bylaws, meetings may be governed by Robert's Rule of Order, Revised.
- B. The president of AZONE shall preside at all business meetings. In the absence of the president, the president-elect shall assume the chair.

Section 6: VOTING

- A. Only full and retired members may vote. These members are expected to declare conflict of interest as appropriate.
- B. The Board of Directors may use electronic means for voting.
- C. Special mail ballots including proposed bylaw changes may be mailed no later than 20 (twenty) days prior to the required decision, or as stated otherwise by the Board of Directors.

ARTICLE VI: OFFICERS

Section 1: ELIGIBILITY. Each elected officer of the Organization shall be an individual member in good standing of the Arizona Organization of Nurse Executives.

Section 2: OFFICERS. The officers of the Organization shall be a president, president-elect, a secretary and a treasurer, who shall be elected by the individual membership of the Organization.

Section 3: TERM AND ELECTION

- A. All terms of office shall be for a period of two (2) years commencing at the close of the business meeting of the annual meeting.

Section 4: NOMINATION CRITERIA FOR PRESIDENT AND PRESIDENT-ELECT

- A. Active membership in AZONE for one (1) year.
- B. Held office, Board appointment, or served as Committee Chair with AZONE, AONE, or other State organization.
- C. Leadership roles with other state and/or national health care organization preferred.
- D. Ability to make the time commitment, with support from employing organization.
- E. Demonstrated ability to provide leadership and public presentation skills.

Section 5: DUTIES

- A. President: The president shall be the chief executive officer of the Organization. The president shall preside at all business meetings of the Organization and shall serve as chairperson of the Board of Directors. It shall be the president's duty to supervise the activities of the Organization; to appoint the chairperson of standing and special committees as authorized by the Board of Directors; to present a report at the first meeting of the following year, a copy of which shall be kept in the permanent files of the Organization; and to perform such other duties as may from time to time be authorized by the Board of Directors.
- B. President-Elect: The president-elect shall, in the absence or incapacity of the president, perform all duties and assume all responsibilities of the president. The president-elect shall be responsible for programs; may seek membership assistance.
- C. Secretary: The secretary shall be a member in good standing for a minimum of one (1) year to accept nomination to office. The secretary shall prepare the minutes of all meetings of the Organization, which shall be available to the members, shall coordinate all Organization mailings, current roster of active membership mailing list. and shall perform such other duties as may be necessary to coordinate and advance the Organization's objectives.
- D. Treasurer: The treasurer shall maintain financial records of the organization and shall perform such other duties as may be necessary to coordinate and advance the Organization's objectives. The treasurer shall be a member in good standing for a minimum of one (1) year to accept nomination to office. The financial records shall be audited at least every two (2) years at the time of the election of the treasurer. Authorizing signatures of the Organization shall be the treasurer and at least one (1) Board member.

The treasurer shall have authority to sign for expenses up to \$10,000. All expenses over \$10,000 will require two signatures. One of which must be live [rather than electronic](#).

Electronic signature may be used for checks under \$10,000 by directive of the Treasurer. The President, Treasurer and Executive Director shall have signing privileges on the AzONE banking accounts.

Section 6: VACANCIES

- A. If the office of president and president-elect become vacant, the Board of Directors shall appoint from the individual membership of the Board of Directors a president "pro tempore" to serve for the remaining portion of the unexpired term. At the next regular election of the Organization, a president and president elect shall be elected in accordance with the provisions of these bylaws.
- B. If the office of president-elect becomes vacant, the position shall remain vacant and at the next regular election of the Organization, a president-elect shall be elected in accordance with the provisions of these bylaws. The Board shall appoint a chairperson for the Program Committee for the remaining term.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: ELIGIBILITY. Each elected director of the Organization shall be a full member in good standing of the Arizona Organization of Nurse Executives.

Section 2: COMPOSITION. There shall be a Board of Directors consisting of the president, president-elect, immediate past president, secretary, treasurer and four (4) directors elected from the membership. Chairpersons of standing committees shall be ex officio members.

Section 3: ELECTION AND TERM

- A. The president-elect will be elected every one (1) year.
- B. The secretary and treasurer shall be elected every two (2) years on alternate years.
- C. Two (2) directors shall be elected yearly.
- D. The immediate past president shall serve for a term of one (1) year as advisor following his/her terms as president with voting privileges as a full voting member.
- E. Elected directors shall serve a term of two (2) years with two (2) terms expiring on alternate years.
- F. Terms expire at the end of the business portion of the annual meeting of the appropriate year. A director shall be eligible for re-election for another full term. A director having served a second full two (2) year term shall be ineligible for re-election to the Board until one (1) year has elapsed.
- G. The election of officers shall be conducted at the annual meeting. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, together with a resume of the background and experience of each candidate, shall be mailed to each full member of the Organization prior to the annual meeting.

Section 4: DUTIES

- A. The Board of Directors shall make policy decisions for the Organization; carry on the business of the Organization; establish rules and procedures for the Board of Directors and the Organization; review reports, resolutions, or actions of officers and committees; to act as indicated; and to prepare an annual budget.
- B. The Board of Directors shall hire and fix the compensation of any and all employees which they at their discretion may determine necessary to conduct the business of the organization.
- C. Elected Board Members may be subject to removal if absent from more than two (2) consecutive Board meetings. Members removed from office will not be eligible for the slate of officers for the upcoming year.
- D. The Board of Directors may recommend to the Arizona Hospital and Healthcare Association committee membership to other organizations, agencies, or associations related to the Organization's mission.

Section 5: MEETINGS. The Board of Directors shall meet no less than four (4) times a year. Additional meetings may be called by the president with the majority of the Board of Directors present.

Section 6: VACANCIES. The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of the president-elect, by appointment of an eligible member of the Organization for the unexpired term, subject to approval by a majority vote of the membership present at the next regular meeting.

Section 7: QUORUM. A quorum shall consist of no less than five (5) members of the Board of Directors.

ARTICLE VIII: COMMITTEES

Section 1: COMMITTEE ON NOMINATIONS

- A. The Board shall annually appoint three (3) members to serve on an integrated Nominations Committee. The nominees of the Committee shall be representative of the various geographical areas.
- B. DUTIES: The committee on nominations shall prepare a slate of candidates according to the bylaws.
- C. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, together with a resume of the background and experience of such candidate, shall be mailed to each member of the council twenty (20) days prior to the annual meeting. Any member of the council may recommend a candidate for consideration by the Committee on Nominations. Such recommendations shall be sent in writing to chairperson of the Nominating Committee prior to preparation of the ballot.

Section 2: STANDING COMMITTEES

- A. Except as otherwise stated in the bylaws, Standing Committees shall be established by the Board of Directors. Functions, which may be assigned committees, may include, but are not limited to: financial management, strategic planning, professional practice, program, membership, recognition, legislative, research, and bylaws.
- B. Chairpersons of Standing Committees shall be appointed by the Board of Directors.
- C. Duties of Standing Committees will be determined based on functions assigned to specific committees.

Section 3: SPECIAL COMMITTEES/ORGANIZATION APPOINTMENTS

- A. Special committees may be appointed by the Board of Directors.
- B. All actions taken and recommendations made by a committee formulated under this section shall be advisory.

ARTICLE IX: AMENDMENTS

Section 1: MECHANISM OF AMENDMENT. These bylaws may be amended upon recommendation by the Board of Directors or by petition of at least twenty-five percent (25%) of the individual members. Amendments so proposed should be filed with the secretary at least twenty (20) days prior to the next meeting.

Section 2: NOTICE. Notice of proposed amendments shall be sent to all full members not less than twenty (20) days in advance of the next regularly scheduled meeting.

Section 3: QUORUM. A quorum vote of individual members present (51 %) at the business meeting is required to amend the bylaws.

Section 4: MAIL BALLOTS. Mail ballots shall be permitted for voting on bylaw amendments upon direction of the Board of Directors. Ballots will be mailed no later than 20 days prior to required decision.

Approved 10/10/06 by AzONE Membership.