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**AMERICAN ORGANIZATION OF NURSE EXECUTIVES ("AONE")  
REGULATIONS Established Pursuant to Authority Granted in the Bylaws  
of the American Organization of Nurse Executives ("Bylaws")**

**ARTICLE 1 - Relation to Bylaws**

These Regulations are subordinate to the Bylaws. Whenever possible, the terms of the Regulations shall be construed as consistent with those of the Bylaws, but if an irreconcilable conflict exists, the terms of the Bylaws shall prevail, and the conflicting terms of the Regulations shall be construed as void and without effect.

**ARTICLE 2 - Purpose**

The AONE, the national organization for nursing leaders, provides direction and leadership for the advancement of nursing practice and patient care in organized health care systems, in the achievement of excellence in nursing leadership practice, and in the shaping of policy affecting health care delivery from the perspective of nursing leaders.

**ARTICLE 3 - Individual Membership**

- 3.1 Full Members shall consist of those persons who meet the requirements set forth in the Bylaws.
- 3.2 Student Members. Student Members of the AONE shall be full time U.S. Nursing Students in Associate Degree, Diploma, Baccalaureate, generic Masters and generic Doctoral programs preparing students for Registered Nurse licensure. They may attend AONE 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 the AONE (Bylaws Section 3.5).
- 3.3 Affiliate Members. Affiliate Members of the AONE shall be individuals who are not Registered Nurses but who support the mission and vision of AONE. They may attend 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 the AONE except as otherwise set forth in these Bylaws (Bylaws Section 3.6).
- 3.4 Honorary Members. Honorary membership is conferred for life upon the recommendation and action by the AONE Board of Directors. Once conferred, honorary members may attend AONE 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 the AONE except as otherwise set forth in these Bylaws

(Bylaws Section 3.7).

- 3.5 International Members. International Membership shall be available to professional nurses who have RN licensure in a country other than the United States and who reside permanently outside of the United States. International Members may attend AONE business and educational meetings, are permitted to vote in the meetings of or vote for directors or officers of the AONE except as otherwise set forth in these Bylaws. International Members shall not hold office at the national level (Bylaws Section 3.8).

The following guidelines shall pertain to International Members:

3.5.1 Language: English has been established as the language of the profession by the International Council of Nurses (ICN). Therefore, all communication between International Members located outside the United States shall be conducted in English.

3.5.2 The Membership Fee Structure for International Members shall be set according to the World Bank Classifications based on per capita income designated as low, middle and high.

3.5.3 All membership and other fees paid to AONE will be calculated and paid in United States currency

- 3.6 Retired Members. Retired Member shall be any Full AONE Member who is retired from the profession and has maintained AONE membership for a period of five consecutive years prior to this application. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception to hold office at the national level (Bylaws Section 3.9).

3.6.1 Affiliate Members. Persons who meet the requirements for status as an Affiliate Member of the AONE, set forth in the Bylaws, shall be affiliated with the AONE, may attend the AONE 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, Officers or Nominating Committee Members of the AONE, except as otherwise set forth in the Bylaws.

- 3.7 Establishment of Membership and Affiliation. Upon recommendation from the Chief Executive Officer of the AONE, receipt of appropriate dues and a completed application meeting the criteria for membership in the appropriate category and upon approval by the Board of Directors, an individual shall become a member of the AONE.

- 3.8 Termination of Membership

3.8.1 Resignation. A Full Member may at any time resign from the AONE by notifying the Board of Directors in writing.

3.8.2 Suspension or Expulsion. The Board of Directors of the AONE may suspend or expel any Full Member for cause, at any time, after giving the opportunity to have a fair hearing before the Board of Directors. Such hearing shall be conducted in a manner similar to the hearing procedure established by the AHA's Regulations. Any Full Member suspended or expelled may be reinstated by the affirmative vote of a majority of the Board

of Directors present and voting.

For the purpose of this subparagraph, the term "for cause" shall include, but not be limited to, any of the following:

- Any violation of these Regulations.
- Any conduct on the part of the said Full Member that is contrary to the interests and welfare of the AONE and its Members or Sole Corporate Member.

3.8.3 Loss of Eligibility. A Full Member who, because of change of position, does not continue to meet the criteria for Full Members in the AONE shall be allowed to continue membership in the same category for two (2) additional dues periods. Full Membership in the AONE shall not be transferable to another person.

3.8.4 Non-payment of Dues. Full Members in the AONE shall be terminated for non-payment of dues no later than thirty (30) days after such dues were due and payable and remain unpaid.

3.8.5 Change of Status within the AONE. Change of status in the AONE shall take place upon notification to or by the affected individual.

#### **ARTICLE 4 - Dues and Other Monies**

Annual dues cover a period of twelve (12) months. Annual dues will be established by the Board of Directors of the AONE. Notification of any proposed increase initiated by the Board of Directors of the AONE will be given to the AONE voting Members thirty (30) days prior to the meeting at which the recommendation will be put to a vote. Full members will be entitled to vote on any proposed increase in dues applicable to Full Members.

No portion of the dues shall be refundable if a membership is terminated regardless of the reason therefore.

#### **ARTICLE 5 - Officers/Board of Directors**

5.1 Officers. The Officers shall be elected in the manner and subject to the terms set forth in the Bylaws.

5.2 Board of Directors. The Board of Directors shall be organized and operated and the Directors shall be elected and subject to removal according to the terms of the Bylaws.

#### **ARTICLE 6 - Executive Committee**

The Executive Committee shall be organized, appointed, and shall operate according to the terms of the Bylaws.

## **ARTICLE 7 - Conflict of Interest of Directors and Officers**

### **7.1 General**

The Directors and Officers shall administer the AONE's business honestly and economically and exercise their best care, skill, and judgment for the benefit of the AONE.

The Directors and Officers shall exercise the utmost good faith in all transactions relating to their duties in the AONE. In their dealings with and on behalf of the AONE, they are held to a strict rule of honest and fair dealings with the AONE. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the AONE's interest and that of the individual.

All acts of Directors and Officers shall be for the benefit of the AONE in any dealing that may affect the AONE adversely. The Directors and Officers shall not accept any favor that might adversely or improperly influence their actions affecting the AONE, its Full members, or Sole Corporate Member.

During their terms of office, Directors and Officers shall promptly make full disclosure to the conflict of interest committee of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of the AONE.

### **7.2 Disclosure of Conflict of Interest**

Each Officer, Director or nominee for officer and director shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office. Such a written disclosure shall be made on such form or forms as are adopted by the Board of Directors for that purpose.

### **7.3 Resolution of Conflict of Interest**

7.3.1 Upon disclosure of a conflict of interest or a challenge on that basis, any Officer or Director shall resolve such conflict in a manner consistent with that provided in the AHA Guidelines for Resolution of Conflicts of Interest in Health Care Institutions or the AHA policy on conflicts of interest for trustees, officers, and employees or by any other ethical manner.

7.3.2 Any Officer or Director who fails to make written disclosure or is found to have an unresolved conflict of interest that does or will substantially impair faithful or diligent performance of the duties of office shall be removed from office according to the procedures set forth in the Bylaws.

7.3.3 Conflict of interest forms shall be delivered to the Committee on Conflict of Interest for review and decision. Appeal of adverse decisions shall be made directly to the Board of Directors in a manner similar to the hearing procedure established by the AHA Regulations. Interested Directors shall not participate in the appeal decision.

7.3.4 In the event the Committee on Conflict of Interest determines the conflict is serious enough to jeopardize the interests and welfare of the AONE, the Officer or Director may be suspended immediately pending final review by the Board of Directors, and in the case of Directors, by the Sole Corporate Member.

7.4 Board of Directors' Actions. Depending on the degree to which the Director's presence constitutes a conflict of interest on any matter before the Board, the interested Director may be required to recuse him or herself from the meeting during any and all discussion and voting on the matter of interest.. Should the director be permitted to be present during the meeting and during consideration of the matter of interest, said Director may be counted in determination of the quorum but shall not be permitted to participate in deliberation or vote on the matter at hand..\*Need to consult with AHA on the formation, composition, and life of the Conflict of Interest Committee\* work will be continued by the 2013 Bylaws Committee.

7.4.1 Committee on Conflict of Interest

7.4.2 Committee membership. The composition of the Committee on Conflict of Interest shall be limited to Full Members and shall include not less than three Full Members.

7.4.3 Duties. The duties of the Committee on Conflict of Interest shall be:

- Review all conflict of interest disclosure forms submitted to it.
- Oversee adherence to the AONE campaign policy.

## **ARTICLE 8 - Nominations and Elections**

### 8.1 Nominating Committee

#### 8.1.1 COMPOSITION

The Nominating Committee shall be composed of ten (10) Full Members. The Chairperson of the Nominating Committee shall be the Immediate Past President. Members of the Nominating Committee will be appointed by the AONE Executive Committee with assurance that there will be one member representing each region. The term of office for an individual appointed to the Nominating Committee will be for two years, one half of the Nominating Committee being appointed each year. The individuals put forward by the Nominating Committee must be ratified by a vote of the AONE Board of Directors. Sitting members of the Nominating Committee are ineligible to run for office.

8.1.2 Duties. The Nominating Committee shall prepare a slate of candidates for President-Elect, and elected Director (as defined in the Bylaws) positions becoming vacant as of the approaching calendar year. More than one candidate may be nominated for each Board position, other than positions for which Officers shall be slated, but each candidate for such positions shall be selected in such a way that if he or she were elected and

confirmed, the Board would consist of one such Board member working in each of the nine regions of AHA, as set forth in the AHA regulations, as they may be amended from time to time. The list of candidates, together with a resume of the background of each nominee, shall be submitted to the Chief Executive Officer at least one hundred and fifty (150) days prior to the first of the calendar year. Deadlines may be extended upon the approval of the past-president who chairs the Nominating Committee.

Any Full Member may recommend a candidate for consideration by the Nominating Committee. Such recommendations shall be submitted to the Chief Executive Officer no later than one hundred and eighty (180) days prior to the first of the calendar year. Deadlines may be extended upon the approval of the past-president who chairs the Nominating Committee.

8.1.3 Meetings. The Nominating Committee shall not be required to hold formal meetings but may conduct its business by other means.

## 8.2 Elections of Officers, Directors and Nominating Committee

8.2.1 Elections of Officers and Directors, shall be conducted by mail or electronically prior to the first of the calendar year as set forth in the Bylaws. A ballot listing the names of eligible candidates proposed by the Nominating Committee, and approved by the Board of Directors, shall be mailed to each Full Member of AONE not less 30 days prior to the closing of balloting or not less than fourteen (14) days prior to any special mail balloting.

8.2.2 The ballots must be received prior to the close of business of the date stated for the return of ballots. A vote will not be counted unless ballots are received from no less than ten percent (10%) of the total number of Full Members.

8.2.3 The candidate receiving the greatest number of votes cast for a given position shall be elected to that position. The candidates elected to the Board of Directors shall be confirmed by the Sole Corporate Member. In case of a tie vote, the choice shall be determined by lot.

## **ARTICLE 9 - Performance Review of Directors and Officers**

Any Full Member who has concerns regarding the performance of a Director or an Officer may request that the Board review the Director's or Officer's performance. Requests for review must be in writing and set forth specific concerns associated with the Director's or Officer's performance of his or her duties. Requests for such review may be made to any AONE officer. Upon receipt of a request for review which is determined by the Board as meriting consideration, the Board shall cause an investigation to be made.

## **ARTICLE 10 - Meetings and Sessions**

10.1 Annual Session. The Annual Session and any special meetings shall be called and conducted as set forth in the Bylaws.

## 10.2 Resolutions

Resolutions may be introduced by any member of the American Organization of Nurse Executives provided that such resolutions are submitted to the secretary no less than thirty-six hours before the convening of any membership business session. Resolutions so submitted shall be reviewed by the Board of Directors for referral to the appropriate body or for the consideration of the Board of Directors and recommendation to the membership.

## **ARTICLE 11 - Committees and Task Forces**

### 11.1 Standing Committees and Task Forces

11.1.1 Except as otherwise stated in the AONE Bylaws or Regulations, committees and task forces shall be established by the Board of Directors. Functions which may be assigned to committees and task forces include but are not limited to: financial management, strategic planning, program, membership, recognition, legislative, research, and bylaws.

11.1.2 Members of standing committees and task forces shall be appointed by the AONE Board of Directors.

### 11.2 Special Committees

11.2.1 Special committees may be appointed by the President for special projects as authorized by the Board of Directors.

### 11.3 Powers

11.3.1 All actions taken and recommendations made by a committee formulated under this section shall be advisory and shall have no effect as an action of the corporation, unless they are formally approved and adopted by the Board of Directors.

## **ARTICLE 12 – Relationship with AONE Local, State or Regional Organizations/Groups**

AONE may enter into a written agreement with local, state or regional organizations/groups whose mission, values and programs are consistent with those of AONE. The AONE Board shall establish membership criteria, policy and program expectations of affiliations with AONE, an annual affiliation fee, for inclusion in a written affiliation agreement. Any organization entering into a written affiliation agreement with AONE remains a separate, distinct entity and is responsible for its own financial, legal, tax and other business affairs.

## **ARTICLE 13 - Parliamentary Authority**

The edition of Robert's Rules of Order Newly Revised in effect at the time in question shall govern the proceedings of the AONE in all cases not otherwise provided for in these Regulations or the Bylaws.

## **ARTICLE 14 - Amendments**

- 14.1 These Regulations may be amended by a vote of the majority of Full Members present and voting at any Annual Session of the AONE.
- 14.2 Amendments to the Bylaws may be reviewed by the Bylaws Committee with a recommendation for approval or disapproval at least 30 days prior to the Annual Meeting. The Bylaws Committee may propose bylaw amendments to the AONE Board of Directors for their review and consideration by the Full Members. The Full Members will be notified of any actions concerning the Bylaws at least 30 days prior to the Annual Meeting.
- 14.3 The Sole Corporate Member shall be advised of all proposed amendments at least fourteen (14) days before the date of the Annual Session at which the vote on such amendments will be taken.

Approved March 2015