



BYLAWS
OF THE
AMERICAN ORGANIZATION OF NURSE EXECUTIVES

ARTICLE I

Purposes

The American Organization of Nurse Executives ("AONE") is organized under the Illinois General Not-For-Profit Corporation Act of 1986 ("Act") and shall be operated for the purposes set forth in its Articles of Incorporation, as they may be amended from time to time.

ARTICLE II

Regulations

SECTION 2.1. Authority. The AONE Board of Directors is hereby authorized to develop and implement regulations by which certain internal and external activities of AONE shall be governed ("Regulations"). The Regulations shall at all times be subordinate to these Bylaws. Whenever possible, the terms of the Regulations shall be construed as consistent with these 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 III

Membership

SECTION 3.1. Sole Corporate Member. The Sole Corporate Member of AONE is the American Hospital Association ("AHA"), an Illinois not-for-profit corporation.

SECTION 3.2. Rights and Powers of the Sole Corporate Member. The Sole Corporate Member expressly reserves the power, to be exerted by it in its sole discretion, to:

- (a) approve an annual budget;
- (b) approve all amendments to, any repeal of any section or any adoption of, and propose one or more amendments to the AONE Bylaws;
- (c) approve all amendments to, any repeal of or any adoption of the AONE Articles of Incorporation; and
- (d) exercise the powers listed in Section 4.1 of these Bylaws.

SECTION 3.3. Meetings of the Sole Corporate Member. The annual meetings of the Sole Corporate Member shall be held at such date, time and place as may be designated by the AHA Board of Trustees or AHA Executive Committee.

SECTION 3.4. Full Members. Full Members of AONE shall consist of Registered Nurse (RN) leaders or aspiring leaders. This includes those RN's who hold or aspire to 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; executive directors of AONE Affiliated Chapters; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; and editors of professional journals.

Full Members shall have the right to hold any nationally elected position; vote on national organizational issues; elect a slate of candidates for service on the Board of Directors; elect a regional director and shall have the right to elect officers of AONE, except for any officers appointed by the Board of Directors as set forth in the Bylaws. Full Members shall have the right to vote on amendments to the AONE Bylaws and Regulations and on any increase in the dues proposed by the Board of Directors. Full Members shall not have the right to vote on mergers, sales of assets, and amendments to the Articles of Incorporation or to vote on or participate in any other action exclusively reserved herein to the Sole Corporate Member.

SECTION 3.5. 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 AONE.

SECTION 3.6 Associate Members. Associate Members of 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 AONE except as otherwise set forth in these Bylaws.

Section 3.7 Industry Partners Industry Partner memberships will include educational institutions, health care institutions, and organizations wishing to support the mission and vision of AONE through Industry Partner membership. The amount of dues will be determined by the Board of Directors. Industry Partners 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 the directors or Officers of AONE. The number of people who will receive mailings from the association will be limited to two people per corporate membership.

SECTION 3.8 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 AONE except as otherwise set forth in these Bylaws.

SECTION 3.9 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 AONE except as otherwise set forth in these Bylaws. International Members shall not hold office at the national level.

The following guidelines shall pertain to International Members:

- (a) 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.
- (b) 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.
- (c) All membership and other fees paid to AONE will be calculated and paid in United States currency

SECTION 3.10 Retired Members. Retired Members 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 their application. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception of holding office at the national level.

SECTION 3.11 Eligibility Status Change. Members who, because of change in position or unemployment, or who do not continue to meet the criteria for Full membership may extend membership eligibility in their current membership category for two years.

SECTION 3.12 Definitions. For the purpose of these Bylaws, the term "health care institution" is defined as a facility that provides primary care, occupational health care, school health programs, acute care, sub acute care, ambulatory/outpatient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care, and/or hospice care. For the purpose of these Bylaws, the term "health care system" includes the multiinstitutional system, healthcare networks, the single hospital multicorporation, and systems of other health care institutions as defined in this section.

SECTION 3.13 Meetings of the Membership. The Membership shall meet once a year at a date, time and place established by the AONE Board of Directors ("Annual Session"). Notice thereof shall be given at least thirty (30) days in advance of such meeting. Special meetings of the Membership may be called on fourteen (14) days prior written notice by the AONE President, the AONE Board of Directors or the Sole Corporate Member.

SECTION 3.14 Quorum and Action. The total number of voting Members present shall constitute a quorum for the transaction of business. A vote of a majority of voting Members present or voting at a meeting at which a quorum is present shall constitute the act of the Full Members unless the Bylaws require the vote to be a greater number.

ARTICLE IV

Board of Directors

SECTION 4.1 General Powers and Duties. The property, business, and affairs of AONE shall be managed by the AONE Board of Directors; provided, however, that the AONE Board of Directors shall not, without the approval of the Sole Corporate Member:

- (a) adopt a plan of dissolution for the AONE;
- (b) approve any merger, consolidation or sale or mortgage or other disposition of all or substantially all of the assets of AONE;
- (c) borrow any sum, the principal of which exceeds \$50,000 or which has a stated term of greater than one year;
- (d) organize or acquire or authorize the organization or acquisition of a subsidiary or affiliate of AONE (an "affiliate" of AONE includes any corporation, partnership, trust, joint venture or other entity, directly or indirectly controlling, controlled by or under common control with AONE; "control" includes, but is not limited to, the right to elect or otherwise designate a majority of the governing board or body of the entity); or
- (e) adopt any operational policies not in accordance with current AHA policies.

SECTION 4.2 Service on Regional Policy Boards. Each of the Directors elected from a designated AHA region shall serve, without vote but with right of motion, on the Regional Policy Board of the AHA for the region from which the Director was elected.

SECTION 4.3 Number Election. The number of AONE Directors shall be no less than fourteen (14) and no more than eighteen (18).

- (a) Fourteen (14) of the Directors ("Elected Directors") shall be elected by the Full Members, by ballot, prior to the first of January. The Full Members shall elect only one candidate for each vacancy on the AONE Board. Candidates shall be Full Members of AONE and be selected in such a way that the Elected Directors shall consist of one person who meets the criteria of a Full Member and is located in each designated AONE region, as described in the Regulations of AONE, as they may be amended from time to time.
- (b) The Chief Executive Officer/Secretary/Treasurer, herein referred to Chief Executive Officer, shall serve as an ex officio Director with all rights and privileges.

SECTION 4.4 Term of Office. Elected Directors and Treasurer shall hold office for three years, until their respective successors are confirmed and qualified, or until their resignation, removal, or death. The incoming President-Elect shall be elected as a Director for a three-year term. Elected Directors may serve one elected three year (3) term and may not run for a consecutive three (3) year term. An individual may serve a three (3) year elected term as a Director and serve a consecutive term if elected to the office of President-Elect or Treasurer. After the lapse of one (1) year, after his or her term, any former Elected Director shall be eligible for re-election to the Board. A Director who has served more than half a term shall be considered to have served a full term. The Director's location of practice determines the Region he or she is eligible to represent.

SECTION 4.5 Resignations. An AONE Director may resign at any time by giving written notice to the AONE President. The resignation shall become effective upon the date

specific therein, or, if no date is specified therein, upon the receipt of such resignation by the AONE President

SECTION 4.6 Removal. Any Elected Director may be removed at any time, with cause, by a 2/3 vote of the AONE Board of Directors and/or the Sole Corporate Member. Removal shall be either automatic or discretionary. Automatic removal shall be effected if a Director loses his/her license to practice or b) moves out of the AONE Region from which he or she was elected, but only if such relocation occurs when more than half of the elected Director's term remains to be served. .

SECTION 4.7 Annual Review. The Board of Directors shall conduct a self-evaluation annually prior to December 31 of each year. The President shall determine the method and timing of the Board of Directors' self-evaluation.

SECTION 4.8 Vacancies. Any vacancy occurring among the elected Directors shall be filled by a Full Member appointed by the President and approved by the AONE Board of Directors. Any directorship to be filled by reason of an increase in the number of the AONE Directors shall be filled by vote of the Full Members. Each AONE Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

SECTION 4.9 Regular Meetings. The AONE Board of Directors shall hold regular meetings at such places and at such times as it may designate by resolution, without other notice than such resolution.

SECTION 4.10 Special Meetings. Special meetings of the AONE Board of Directors may be held at any time on the call of the President, at the request in writing of any two (2) or more AONE Directors, or on the call of the Sole Corporate Member.

SECTION 4.11 Notice of Special Meetings. Notice of each special meeting of the AONE Board of Directors shall be sent to each AONE Director, at his or her residence or usual place of business, at least two (48 hours) days before the day on which the meeting is to be held, or shall be given by notice delivered in person to each AONE Director at his or her residence or usual place of business at least twenty-four (24) hours before the day and time at which the meeting is to be held. Notice may be waived by an AONE Director, either before or after the meeting. Attendance of an AONE Director at any meeting shall constitute a waiver of notice of such meeting except where the AONE Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the AONE Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.12 Quorum and Action. Over one-half (½) of the number of Directors constituting a full Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Directors may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment, which enables all persons participating in the meeting to communicate with one another.

SECTION 4.13 Action Without a Meeting. Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting if, prior to such action, a consent in writing setting forth such action is signed by all of the Directors or members of the

committee and is filed in the minutes of the proceedings of the Board or such committee. Any such consent shall have the same effect as a unanimous vote.

SECTION 4.14 Conflict of Interest. The presence and/or vote of a Director, who is directly or indirectly a party to a transaction or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction.

ARTICLE V

Officers

SECTION 5.1 Designation, Election and Term of Office. The AONE Officers shall consist of a President, a President-Elect, an immediate Past President, a Chief Executive Officer, and a Treasurer. Each year a President-Elect shall be elected by the AONE Full Members, and he or she shall take office on the first day of January each year. When the incoming President-Elect takes office, the then President-Elect shall succeed to the office of President and the then President shall succeed to the office of Past President. The Treasurer is elected by members for a three-year term. The Chief Executive Officer shall be selected by the President of AHA, after consultation with the AONE President, following a joint search process which results in the recommendation by the AONE of two (2) or more candidates to the President of AHA. All Officers, shall hold office for three years, until their successors have been duly elected and qualified, or until their resignation, removal, or death.

SECTION 5.2 Eligibility. When serving as an Officer, other than as Chief Executive Officer, an individual must, at the same time, be an elected Director of AONE pursuant to election by the Full Members.

SECTION 5.3 President. The President shall preside at all meetings of the Board of Directors and shall appoint all committees, with the approval of the AONE Board of Directors. The President will also sit as an observer at the AHA House of Delegates.

SECTION 5.4 Past President and President-Elect. The President-Elect shall have all the powers and perform all of the duties of the President in the absence or incapacity of the President. The President-Elect shall serve as chairman of the Strategic Planning Committee. The Past President shall serve as chair of the Nominating Committee. The Past President and the President-Elect shall perform such duties as may be assigned to them by the AONE Board of Directors.

SECTION 5.5 Treasurer. The Treasurer shall be elected by AONE members for a three-year term. The Treasurer shall:

- (a) be responsible for review and oversight of significant AONE activities related to financial planning and budgeting and
- (b) perform all the duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 5.6 Chief Executive Officer/Secretary. The Chief Executive Officer shall be the CEO of AONE, and act as Secretary of the AONE Board of Directors and report to the same and shall also report directly to the President of AHA. The Chief Executive Officer shall also act as Secretary of the corporation. The Chief Executive Officer shall give, or cause to be

given, notice of all special meetings of the AONE Board of Directors, unless notice thereof is waived, shall supervise the custody of all records and reports of the AONE and shall be responsible for the keeping and reporting of adequate records of all meetings of the AONE Board of Directors. In addition, the Chief Executive Officer shall be the custodian of the seal of AONE, if one shall be adopted. The Chief Executive Officer shall prepare an annual budget which shall be reviewed by the Finance Committee and recommended to the AONE Board for adoption and subsequent submission to the Sole Corporate Member for approval. The Chief Executive Officer shall have charge and custody of all funds and securities of the corporation, keep a full and correct account of receipts and disbursements in the books of AONE and shall deposit all moneys and other valuable effects in the name and to the credit of AONE in such banks of deposit as may be designated by the AONE Board of Directors, and shall render to the President and the AONE Board of Directors, whenever they may require it of him or her, an account of all his or her transactions as Chief Executive Officer and of the financial condition of AONE. The Chief Executive Officer or AONE President will be present at regular meetings of the AHA Board of Trustees and shall provide a report on the financial and operational status of AONE as requested by the AHA Board. The Chief Executive Officer shall also perform such other duties as may be assigned to him or her by the AONE Board of Directors.

SECTION 5.7 Resignation. Any Officer may resign at any time by giving written notice to the AONE President; and if the Chief Executive Officer, also to the AHA President; and if the President, by giving written notice to the Board of Directors and the AONE Chief Executive Officer, which resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon the receipt of such resignation by the appropriate individual(s).

SECTION 5.8 Removal. Any of the Officers designated in Section 5.1, except the Chief Executive Officer/Secretary, may be removed at any time, with cause, by a 2/3 vote of the AONE Board of Directors, whenever in their judgment the best interests of AONE will be served thereby. Any Officer shall be automatically removed for loss of Full Membership or Directorship status or failure to maintain eligibility for such status. Discretionary removal may be exercised against Officers who have demonstrated an inability or unwillingness to carry out and facilitate the approved policies and purposes of AONE or who have resigned or been removed as AONE Officers.

SECTION 5.9 Vacancies. A vacancy may occur in any office because of resignation, removal, disqualification, death, or otherwise. If the office of Past President shall become vacant, the position shall remain vacant for the remainder of the term. If the office of the President shall become vacant, the President-Elect shall succeed to the office of the President and shall continue to serve as President for the remainder of that term and for the subsequent term. If the office of President-Elect becomes vacant either because of the succession of the President-Elect to the office of President or for other reasons, and the Annual Session cannot be scheduled within three (3) months of the date of such vacancy, a special mail ballot shall be sent to each Full Member for the purposes of electing a President-Elect. The Board of Directors or its designee shall direct and verify the results of the special balloting. If the Annual Session can be held within three (3) months, the office of President-Elect shall remain vacant until filled at such session. If the offices of both the President and President-Elect shall become vacant, the Board of Directors shall appoint, from the membership of the Board of Directors a President pro tempore to serve for the remaining portion of the unexpired term. If such vacancies occur more than three (3) months from the first of January, a special mail ballot shall be sent to each Full Member for the purposes of electing a President and a President-Elect. The Board of Directors or its designee shall direct and verify the results of the special balloting.

SECTION 5.10 Performance of the Chief Executive Officer. Performance of the Chief Executive Officer must be acceptable to both the AHA and AONE. The AONE Board will

participate with the AHA President in setting the goals for performance and in measuring performance against these goals. The AONE Board will forward its evaluation of the Chief Executive Officer's performance to the President of AHA. The Presidents of AHA and AONE to whom the Chief Executive Officer reports will discuss the evaluation before presenting it to the Chief Executive Officer. Should termination of the Chief Executive Officer be indicated to either AHA or AONE, the Presidents of AHA and AONE will confer and seek to reach a mutual understanding. However, if either the AHA President or the AONE President believes that termination is necessary and the other party does not, termination by the AHA President will proceed, as it is essential that both the AONE and AHA are supportive of AONE executive leadership.

ARTICLE VI

Committees and Commissions

SECTION 6.1 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Past President, the Treasurer and the Chief Executive Officer, shall meet at the call of the President. The committee shall have the power to transact all regular business of the AONE between Board meetings as necessary to expedite the AONE business, except as expressly prohibited by AONE and these Bylaws.

SECTION 6.2 Other Committees and Commissions. The AONE Board of Directors, by resolution duly adopted, may designate other committees and/or commissions to aid and assist the AONE Board of Directors in the management of the affairs of AONE. The President shall appoint the members of all such committees and commissions, subject to the approval of the AONE Board of Directors.

SECTION 6.3 Advisory Nature of Committee and Commission Action. All actions taken and recommendations made by committee and/or commission shall be advisory and shall have no effect as actions of the AONE unless they are formally approved and adopted by the AONE Board of Directors or granted full authority by the Board of Directors.

ARTICLE VII

Conflict Resolution

In the event the AONE Board, officers or employees desire to take a public position with potential for conflict with AHA's mission, purposes or policies, the AHA Board or Executive Committee will meet with the AONE Board or Executive Committee to resolve the differences. If resolution cannot be reached, in announcing its position, AONE will indicate that it is in conflict with AHA on the matter and does not speak for or act on behalf of AHA. In the rare instance when AONE's desired position will seriously undermine AHA's efforts on behalf of AHA's members or is part of a pattern of frequent conflict with AHA, the AHA Board may require that AONE, as an affiliate of AHA, not take the disputed position.

ARTICLE VIII

Miscellaneous Provisions

SECTION 8.1 Indemnification of Directors and Officers. AONE shall indemnify any person who was or is an AONE Director or AONE officer, or who was or is serving at the

request of AONE as a director or officer of another corporation, partnership, joint venture, trust or other enterprise when acting on behalf of AONE.

SECTION 8.2 Fiscal Year. The fiscal year of AONE shall end on the last day of December of each year.

SECTION 8.3 Voting, Notifications and Communications. In all instances where these Bylaws contain language for voting, notifications, and communications, the Board of Directors may utilize electronic means when deemed appropriate.

SECTION 8.4 Liaison. AONE may engage in direct liaison with other organizations after ensuring that its initiatives will not impede a major AHA effort on behalf of AHA members.

ARTICLE IX

Amendments

SECTION 9.1 Proposed by the Membership. Amendments to the Bylaws may be proposed by any full member by submitting a proposal to the Chair of the Bylaws Committee 90 days prior to the Annual Session.

SECTION 9.2 Proposed by the Committee. Amendments to the Bylaws shall be reviewed by the Bylaws Committee with a recommendation for approval or disapproval at least 30 days prior to the Annual Meeting. Bylaws amendments may be proposed by the Bylaws Committee and full members will be notified of the actions of the Committee at least 30 days prior to the Annual Meeting.

SECTION 9.3 Proposed by the Sole Corporate Member. These AONE Bylaws may be altered, amended, or repealed, and new Bylaws may be made and adopted only with the approval of the Sole Corporate Member after proposal either by the AONE members and the Board or the Sole Corporate Member. Changes proposed by the Sole Corporate Member shall be submitted to the AONE Board for full discussion and recommendation prior to final action by the Sole Corporate Member. The AONE Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation may be made and adopted only by approval by the AONE Board and subsequent approval by the Sole Corporate Member.

ARTICLE X

Dissolution

In the event of the dissolution or liquidation of AONE, and after payment of all just debts and liabilities, a joint committee made up of three (3) Directors of the AONE Board of Directors and three (3) Trustees of the AHA shall recommend to the AONE Board of Directors and to the AHA Board of Trustees a fair and just settlement of all remaining assets subject to the approval of the AONE Board of Directors and the AHA Board of Trustees, respectively, if the proposed distributee then meets the requirements as to tax-exempt status set forth in the provision of the Articles of Incorporation concerning dissolution, or if not, to such other organizations described in said provision.