



**BYLAWS
OF THE
AMERICAN ORGANIZATION OF NURSE EXECUTIVES**

ARTICLE I

Purposes

- 1.1 Name.** 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.
- 1.2 Mission.** To shape health care through innovative and expert nursing leadership.

ARTICLE II

Membership

- 2.1 Sole Corporate Member.** The Sole Corporate Member of AONE is the American Hospital Association ("**AHA**"), an Illinois not-for-profit corporation.
- 2.1.1 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 5.7 of these Bylaws.
 - (e) adopt, amend or repeal regulations for the internal or external activities of the AONE.
- 2.2 Professional Members.**
- 2.2.1 Eligibility.** Membership on a professional basis shall be available to individuals, or organizations in the case of Industry Partner Members, interested in the mission of AONE.

2.2.2 Conditions of Membership. Conditions of professional membership and definitions of the terms describing members shall be determined by the AONE Board of Directors.

2.2.3. Types of Professional Membership. Professional members are:

- (a) **Full Members.** Full Members of AONE are: Registered Nurse (RN) leaders or RNs who are aspiring nurse leaders in health care settings, academia, health care-related businesses or elsewhere, including professionals who have RN licensure in a country other than the United States..

Full Members may (1) be nominated and elected (or in the case of Appointed Directors, appointed) to serve as a director or officer on the AONE Board of Directors, (2) vote to elect the AONE officers (*i.e.* president-elect and treasurer), (3) vote to elect the regional members of the AONE Board of Directors, and (4) attend AONE business and educational meetings. Full Members shall not have the right to vote mergers, sales of assets, and amendments to the Bylaws or Articles of Incorporation, or to vote on or participate in any other action exclusively reserved herein to the Sole Corporate Member.

- (b) **Student Members.** Student Members of AONE are: Full time U.S. nursing students. Student Members may attend AONE business and educational meetings but will not be considered Full Members and will not have any voting rights or any of the other rights of Full Members.
- (c) **Industry Partner Members.** Industry Partner Members are: Organizations wishing to support the mission of AONE. Industry Partner Members may attend business and educational meetings but will not be considered Full Members and shall not have any voting rights or any of the other rights of Full Members.
- (d) **Honorary Members and Other Types of Members.** Honorary Members may be granted by, and other types of members may be created and granted by, the Board of Directors from time to time on such terms and conditions as the Board of Directors shall determine.

2.3 Resignation, Termination, and Reinstatement of Professional Members.

2.3.1 Resignation. Any professional member may at any time file a resignation in writing with the President of AONE.

2.3.2 Termination. The Board of Directors may censure, suspend or expel any professional member for what the Board of Directors determines in its discretion to be good cause by the affirmative vote of two-thirds of the Directors.

2.3.3 Reinstatement. Any professional member suspended or expelled may be reinstated by the affirmative vote of two-thirds of the Directors and payment of the applicable member dues.

2.4 Voting. A quorum is required to take a vote on any action of the Full Members for which any Full Members are entitled to vote. 10% of the Full Members shall constitute a quorum. Except as otherwise provided in these bylaws, a quorum of Full Members must

vote and a majority of Full Members voting must vote in the affirmative for an action to pass.

ARTICLE III

Membership Dues

- 3.1 Membership Dues.** Annual dues for individual members will be established by the Board of Directors. No portion of the dues shall be refundable if a membership is terminated regardless of the reason thereof.

ARTICLE IV

Annual Meeting of Professional Members

- 4.1 Annual Meeting.** There may be an annual meeting of the professional Members at such place, date and time as determined by the Board of Directors. Notice thereof shall be given at least thirty (30) days in advance of such meeting. Special meetings of the professional Members may be called on fourteen (14) days prior written notice by the AONE president, the Board of Directors or the Sole Corporate Member.

ARTICLE V

Board of Directors

- 5.1 Composition.** The Board of Directors shall have no less than fourteen (14) and no more than nineteen (19) directors, each of whom shall have the right to vote, and shall consist of:
- 5.1.1 Ex Officio Member.** The president of the Board of Directors, the president-elect of the Board of Directors, the immediate past president of the Board of Directors, and the then current Chief Executive Officer of AONE (as President), each of whom shall be an ex officio member of the Board of Directors, together with the treasurer of the Board of Directors;
 - 5.1.2 Regional Directors.** Nine (9) individuals, one from each AHA region, each of whom shall be a Full Member in good standing at the time of her or his election, and remains a Full Member in good standing during the term of her or his office (each, a "Regional Director"). Candidates to serve as Regional Directors shall be nominated for election in such a way so as to ensure that the Board of Directors always contains Directors that work in the AHA regions in place at the time of the election.
 - 5.1.3 Appointed Director.** Up to five (5) individuals, each of whom is a Full Member in good standing at the time of her or his appointment and remains a Full Member in good standing during the term of her or his office, and who is a prominent individual who does not meet the Board of Directors composition requirements in items 5.1.1-5.1.2 above (each, an "Appointed Director").
- 5.2 Election.** Except for the Appointed Directors who shall be appointed by the Board of Directors, Directors shall be elected annually by the Full Members on nomination by the Committee of Nominations to succeed the Directors whose terms expire on December

31 of that year. Nominees elected by the Full Members will become Directors as of the beginning of the following year. The election may be held electronically and without an in person meeting at such time and date(s) and by such means as determined by the Board of Directors.

5.3 Term.

5.3.1 Term. Directors elected to full terms shall serve a three-year term beginning on January 1 following election.

5.3.2 Term Restriction. A Director having served a full term shall be ineligible for reelection or reappointment to the Board of Directors as a Director for one year. This restriction, however, shall not apply in the following instances: (1) an Appointed Director may, upon expiry of her or his term, become a Regional Director; (2) a Regional Director may, upon expiry of her or his term, become president-elect or treasurer; and (3) a treasurer may, upon expiry of her or his term, become the president-elect, in each case without waiting one year between Board of Directors service and provided that she or he is otherwise qualified, nominated by the Nominating Committee, and elected.

5.4 Term Transition.

5.4.1 Vacancies. If the office of a Director shall become vacant, such office may be filled by the Board of Directors for the remainder of the unexpired term, provided that the Board of Directors may only fill any Regional Director vacancy with a candidate who has been nominated by the particular AHA region from where the vacancy arose.

5.4.2 Removal. A Director shall be automatically removed from office for failure to meet the eligibility requirements of a Director, including without limitation automatic removal of a Regional Director if she or he, during the first half of her or his term as an AONE Director, no longer works in the region within which she or he was elected and if a Director loses her/his RN license to practice. Any Regional Director or the president, president-elect, past president or treasurer may be removed at any time, for cause, by a vote of the Full Members. Any Appointed Director may be removed at any time, for cause, by a vote of the other Directors.

5.4.3 Resignation. A Director may resign at any time by giving written notice to the president of the Board of Directors. The resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon the receipt of such resignation by the president.

5.5 Meetings. Meetings of the Board of Directors may be called by the president of the Board of Directors or any three Directors by giving at least two days' notice. Notice may be given by electronic communication.

5.5.1 Regular Meetings. The 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.

5.5.2 Special Meetings. Special meetings of the 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 Directors, or on the call of the Sole Corporate Member.

- 5.5.3 Notice Content.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 5.5.4 Quorum and Action.** A quorum is required to take a vote on any action of the Board of Directors. A majority of the Directors then in office shall constitute a quorum. Except as otherwise provided in these bylaws, the vote of a majority of the individual Board of Director members present and entitled to vote on a matter at a meeting at which a quorum is present shall be necessary for the adoption of the matter unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Board Members may participate in and act at any meeting of the Board or committee remotely through the use of video or telephonic conferencing or other means which enables all persons participating in the meeting to communicate with one another.
- 5.5.5 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.
- 5.6 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 as determined by the other Board Members present and voting, 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.
- 5.7 Powers.** The property, business, and affairs of AONE shall be managed by the 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 then current AHA policies.

ARTICLE VI

AHA Regional Policy Boards

- 6.1 Service on Regional Policy Boards.** Each of the Directors elected from an 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.

ARTICLE VII

Officers

- 7.1 Designation, Election and Term of Office.** The officers of AONE shall be: a president, a president-elect, and an immediate past president, the president-elect being elected by the Full Members; a Chief Executive Officer (CEO) who is the CEO of AONE and who shall be appointed 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; and a treasurer as elected by the Full Members. The Board of Directors may from time to time in its discretion add other officers of the AONE.
- 7.2 Eligibility.** When serving as an officer, other than as CEO, an individual must, at the same time, be an elected Director of AONE pursuant to election by the Full Members.
- 7.3 Term.** The president, president-elect and past-president shall each serve for a one-year term beginning January 1. The president-elect shall assume office on January 1 following the election and shall assume office of president on the following January 1 and the office of immediate past president on the next following January 1. The treasurer shall serve a three-year term beginning on January 1 following the election.
- 7.4 Duties.**
- 7.4.1 President.** The president shall preside at all meetings of the Board of Directors.
- 7.4.2 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. In the absence of another designee appointed by the Board of Directors, the past president shall serve as president of the Nominating Committee. The past president and the president-elect shall perform such other duties as may be assigned to them by the Board of Directors.
- 7.4.3 Treasurer.** The treasurer shall perform the duties of the office of treasurer and such other duties as may be prescribed by the Board of Directors. .
- 7.4.4 CEO.** The CEO shall act as CEO of the AONE and as secretary of the Board of Directors, in the latter role performing the duties as are incident to that office and such other duties as may be prescribed by the Board of Directors. The CEO shall report to the Board of Directors and to the AHA president. The CEO shall have general responsibility for the supervision and control of all of the business and affairs of the AONE. The CEO may sign with another duly authorized officer or officers of the AONE, any deeds, bonds, or contracts requiring special authorization of the Board of Directors. The CEO and those authorized by the CEO may sign such other instruments as may be consistent with the general authority conferred by the Board of Directors. In general, the CEO shall perform

all duties incident to the office of the CEO and such other duties as may be prescribed by the Board of Directors or the AHA president.

- 7.5 Resignation.** Any officer may resign at any time by giving written notice to the president; and if the CEO, also to the AHA president; and if the president, by giving written notice to the Board of Directors and the CEO, 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).
- 7.6 Removal.** Any of the officers designated above, except the CEO, may be removed at any time by a 2/3 vote of the Board of Directors, whenever in the judgment of the Board of Directors the best interests of AONE will be served thereby. Any Officer shall be automatically removed for losing status as a Full Member or other failure to maintain eligibility for such status. The CEO may be removed by the AHA president after consultation with the AONE president.
- 7.7 Vacancies.** If the president shall become unable to perform the duties of that office, the president-elect shall succeed to the office of the president and shall continue to serve as president for the subsequent calendar year. If the office of the past president shall become vacant, the position shall remain vacant for the remainder of the term. If the president-elect, or if both the president and the president-elect shall become unable to perform the duties of her/his/their offices, the Board of Directors working with the Nominating Committee shall as soon as possible but no later than two (2) months from the onset of the vacancy(ies) hold an election (or elections as applicable) to fill the roles in accordance with the provisions of these bylaws, each newly elected Officer to remain in her or his new role for the remainder of the unexpired term.

ARTICLE VIII

Committees and Commissions; Elections

- 8.1 Creation.** The Board of Directors may establish an Executive Committee and such other standing and special committees and ad hoc groups as it deems necessary.
- 8.2 Appointments.** The presidents and members of the committees and ad hoc groups shall be approved by the Board of Directors.
- 8.3 Quorum.** A majority of the members of any committee or ad hoc group shall constitute a quorum. Except as otherwise provided in the committee or ad hoc groups charter as approved by the Board of Directors, the majority vote of the members present and entitled to vote on a matter at a meeting at which a quorum is present shall be necessary for the adoption of the matter.
- 8.4 Vacancies.** The Board of Directors shall, by vote, have the power to fill vacancies of any committee or ad hoc group.
- 8.5 Committees.**
- 8.5.1 Executive Committee.** The Executive Committee shall consist of the president, president-elect, past president, the treasurer and the CEO, and 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.

8.5.2 Nominating Committee.

- (a) **Composition.** The Nominating Committee shall be composed of ten (10) Full Members. The president of the Nominating Committee shall be the past president if no other designee is appointed by the Board of Directors. Members of the Nominating Committee will be appointed by the 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 Board of Directors. Sitting members of the Nominating Committee are ineligible to run for any other office.
- (b) **Duties.** The Nominating Committee shall prepare a slate of candidates for president-elect, treasurer and elected Directors 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 the candidates for such positions shall be selected in such a way that if any were elected and confirmed, the Board would consist of one such Board member working in each of the nine regions of AHA as the AHA may change such regions from time to time. The list of candidates, together with a resume of the background of each nominee, shall be submitted to the Board of Directors and the Sole Corporate Member at least by approximately July 1 or such other time as the Board of Directors may designate from time to time. 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 CEO or president at least by approximately June 1 or such other time as the Board of Directors may designate from time to time. Deadlines may be extended upon the approval of the past-president who chairs the Nominating Committee.
- (c) **Meetings.** The Nominating Committee shall not be required to hold formal meetings but may conduct its business by other means.

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

8.5.4 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 Board of Directors or granted full authority by the Board of Directors.

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

any special mail balloting. The ballots must be received prior to the close of business of the date stated for the return of ballots. The candidate receiving the greatest number of votes cast for a given position shall be elected to that position. In case of a tie vote, the choice shall be determined by the Board of Directors.

ARTICLE IX

Miscellaneous Provisions

- 9.1 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.
- 9.2 Resolutions.** Resolutions may be introduced by any member of the AONE provided that such resolutions are submitted to the President no less than thirty-six hours before the convening of any Board of Directors meeting. Resolutions so submitted shall be voted on by the Board of Directors.
- 9.3 Indemnification of Directors & Officers.** To the extent permitted by the Illinois Not-For-Profit Corporation Act, the AONE shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director or officer of the AONE or is or was serving at the request of the AONE as a trustee, director, or officer of another corporation, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred or which are due to be paid by such person in connection with such action, suit, or proceeding if, in the opinion of a majority of disinterested directors, such person acted in good faith and in a manner in or not opposed to the best interests of the AONE, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- 9.4 Fiscal Year.** The fiscal year of AONE shall end on the last day of December of each year.
- 9.5 Annual Meeting.** The Annual Meeting and any special meetings shall be called and conducted as set forth in the Bylaws.
- 9.6 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.
- 9.7 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.
- 9.8 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 Board of Trustees 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.

ARTICLE X

Amendments

- 10.1 Bylaws.** The Sole Corporate Member has the sole power to amend the bylaws after considering any recommendations by the AONE Board of Directors.
- 10.2 Articles of Incorporation.** The Sole Corporate Member has the sole power to amend the articles of incorporation after considering any recommendations by the AONE Board of Directors.

Revised as of 09/06/2017