

# **BYLAWS FOR**

Central Alabama Association of Occupational Health Nurses, a chapter of the American Association of Occupational Health Nurses (AAOHN), Inc.

## **ARTICLE I**

### **NAME**

The name of this association shall be the Central Alabama Association of Occupational Health Nurses (CAAOHN), a chapter of the American Association of Occupational Health Nurses (AAOHN), Inc.

## **ARTICLE II**

### **PURPOSE**

The purposes of CAAOHN are to:

1. Constitute the local professional association of licensed nurses engaged in the practice of occupational and environmental health nursing;
2. Promote and/or provide lifelong learning opportunities in occupational and environmental health for members;
3. Maintain the integrity and character of the nursing profession;
4. Develop and promote scope of practice and standards for occupational and environmental health nurses to improve population-focused nursing services;
5. Advance the profession through opportunities for networking and discussion of issues in the field of occupational health and environmental health nursing;
6. Stimulate occupational and environmental health nurse participation in all activities within AAOHN and its constituencies; and
7. Do within the limits of the law all things necessary, proper, incidental, suitable, useful, and conducive to complete the accomplishments of the foregoing purposes.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 1 Classes of Membership**

#### A. Active

1. A licensed nurse currently engaged in occupational and environmental health impacting the health and well-being of worker populations.
2. Active members shall have all rights and privileges of membership including voting, holding office, and serving on committees.
3. An active member may apply for inactive status if the member has temporarily left the field of occupational and environmental health due to hardship.

#### B. Inactive

1. A licensed nurse who temporarily changed his or her engagement in occupational and environmental health (e.g. hardship or employment status change).
2. Inactive members will have voting rights but are not able to hold CAAOHN office.
3. Inactive status must be renewed annually and may be maintained for a maximum of three years.

#### C. Retired

1. A previously active member; now retired but continues to be interested in occupational and environmental health and supports the purposes of CAAOHN.
2. Retired members have voting privileges, may serve on committees, but may not hold an elected CAAOHN office.

#### D. Affiliate

1. A licensed nurse not eligible for active status, but interested in the field of occupational and environmental health and the purposes of CAAOHN.
2. Individuals who are not licensed nurses but who are engaged in the field of occupational and environmental health or are interested in the purposes of CAAOHN.
3. Affiliate members have voting privileges, may serve on committees, but may not hold an elected CAAOHN office.

#### E. Student

1. A licensed nurse enrolled as a student in a program of study related to occupational and environmental health.
2. A student in a nursing program with interest in occupational and environmental health.

3. All student members of CAAOHN have voting privileges and may serve on committees.
4. Licensed nurse student members are eligible to hold CAAOHN office, but non-licensed student members are not eligible to hold CAAOHN office.
5. This category of membership must be renewed annually.

### Section 2 Rights and Privileges

Active, Inactive, Retired, Affiliate, and Student AAOHN members who reside or work in the area of north and central Alabama shall be members of CAAOHN.

### Section 3 Applications for Membership

Applications for membership shall be granted by AAOHN. A written application submitted to the National Office is required for all classes of membership, except honorary or life, or other classes of membership unique to the chapter.

1. Local, state and regional chapters shall have thirty (30) days to challenge a member.
2. If a member's application is challenged, the final review and approval shall be the sole and absolute discretion of the AAOHN Board of Directors.

### Section 4 Dues

- A. Chapter dues are revolving on a 12-month basis and collected by AAOHN.
- B. Each member shall send National Dues and CAAOHN Chapter Dues to AAOHN National Office.
- C. Reimbursement of chapter dues shall be sent by AAOHN to CAAOHN.
- D. A change in the local dues structure for chapter membership shall take effect upon recommendation of the CAAOHN Board of Directors and approval by a two-thirds (2/3) vote of the members present at the Annual Meeting.
- E. Written notification of the dues change shall be sent to the membership.

### Section 5 Forfeiture of Membership

Membership shall be automatically terminated for:

- A. Not meeting membership criteria; or

- B. Non-payment of dues.

### Section 6 Reinstatement

A former member who forfeited membership may be reinstated by applying as a new member, paying the current dues, and meeting the requirements then in force.

### Section 7 Access to Records

Consistent with legal requirements, a member may inspect the books and records of CAAOHN for any proper purpose upon reasonable notice to the chapter Board of Directors.

## **ARTICLE IV**

### **CAAOHN BOARD OF DIRECTORS**

#### Section 1 Composition

The Board of Directors shall be comprised of the elected Officers and elected Director.

#### Section 2 Duties

The duties of the Board of Directors shall be to:

- A. Establish the mission and annual goals;
- B. Transact the general business and affairs of CAAOHN;
- C. Adopt an annual budget;
- D. Designate the place of deposit for chapter funds;
- E. Provide for an independent review by an external party of the books and records of this association;
- F. Recommend to membership any proposed changes in local dues structure;
- G. Fill any vacancy, except that of the President, by ballot vote;
- H. Fill any vacancy on the Nominating committee;
- I. Approve Presidential appointments;
- J. Appoint election Tellers and Chairperson of Tellers;
- K. Process all complaints or requests;
- L. Establish advisory councils if and when deemed necessary;
- M. Determine time and place for the annual meeting; and,
- N. Adopt the necessary standing rules and policies to implement these bylaws.

#### Section 3 Meetings

- A. Regular meetings of the Board of Directors shall be held at least annually.

- B. Special Meetings of the Board of Directors:
  - 1. May be called by the President;
  - 2. Shall be called by the President upon written request of a majority of members of the Board of Directors; and
  - 3. May be held with at least twenty-four (24) hours prior notice.
- C. Notices of all regular meetings of the Board of Directors shall be electronically transmitted at least fifteen (15) days prior to the date of the meeting.
- D. Meetings may be conducted through the use of any means of communication by which any or all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- E. QUORUM: Three (3) members of the Board of Directors, including the President or President-elect, shall constitute a quorum at any meeting of the Board of Directors.

#### Section 4 Officers

- A. The officers shall be the President, President-elect, Secretary and Treasurer.
- B. Qualifications: To be eligible for election, candidates must be a licensed nurse in either the Active or Student membership categories.
- C. Duties: The duties shall be such as are implied by the respective titles except as otherwise stated in these bylaws and more specifically shall include the following:
  - 1. The President shall:
    - a. Be the chief elected officer and official representative of CAAOHN;
    - b. Perform duties as assigned by the bylaws or standing rules accepted by the Board of Directors;
    - c. Appoint, subject to the approval of the Board of Directors, standing and ad hoc committees;
    - d. Approve bills for payment, subject to limits prescribed by the Board of Directors;
    - e. Establish policies to ensure proper accounting procedures are followed;
    - f. Submit a written report at the annual meeting;
    - g. Submit to the AAOHN office written reports as requested by AAOHN; and
    - h. Notify AAOHN in writing of the election or change in officers within thirty (30) days.
  - 2. The President-elect shall:
    - a. In the absence of the President, assume the duties of the President;

- b. Succeed to office of President in event of a vacancy of that office; NOTE: President-Elect shall automatically succeed to the office of President after the President's term is expired.
  - c. Assume other duties assigned by the bylaws, governance policies or Board of Directors
3. The Secretary shall:
    - a. Prepare the minutes of all meetings of CAAOHN and the Board of Directors;
    - b. Notify all officers of their election and all committee members of their appointments;
    - c. Conduct the general correspondence; and
    - d. Notify members and Directors in writing of the time and place of meetings.
  4. The Treasurer shall:
    - a. Chair the Finance Committee
    - b. Deposit all monies belonging to this association in a bank approved by the Board of Directors;
    - c. Keep itemized records of receipts and disbursements and books of accounts;
    - d. Pay all bills approved by the President;
    - e. Submit the books and records for an independent review by an external party as appointed by the Board of Directors;
    - f. Submit an annual financial report at the annual meeting;
    - g. Keep accurate classified file of name, addresses and places of employment of members;
    - h. Submit, upon request, an accurate list of the voting members to the Chair of Committee of Nominations and the Chair of Tellers; and,
    - i. Submit a written report at each meeting of the Board of Directors and CAAOHN
- D. The Directors shall perform such duties as shall be assigned by the President or the Board of Directors.
- E. All officers shall deliver to their successors all books, paper, and other property belonging to the association, within thirty (30) days after completion of term of office.

#### Section 5 Directors

There shall be one (1) Director.

#### Section 6 Terms of Office

- A. The term of office for Officers shall be two (2) years or until a successor has been elected and assumes office.

- B. The term of office for Director shall be two (2) years or until a successor has been elected and assume office.
- C. The term of office shall begin after installation at the annual meeting in January following the election.
- D. No member of the Board of Directors may serve more than two (2) consecutive terms in the same office or as a Director.
- E. Any part of a term in excess of twelve (12) months for Officer or Director shall be considered a term in deciding eligibility for election or re-election.

#### Section 7 Vacancy in Office

- A. A vacancy in the office of President shall be filled by the President-elect.
- B. Any other vacancy shall be filled by ballot vote of the Board of Directors.

### **ARTICLE VI**

#### **NOMINATIONS AND ELECTIONS**

##### **Section 1 Nominating Committee**

- A. The Nominating Committee shall be comprised of three (3) members elected by CAAOHN members. CAAOHN Board of Directors shall not be eligible to serve on the committee.
- B. The member who receives the highest number of votes shall be chair.
- C. Qualifications:  
Candidates shall have been a member of CAAOHN for no less than one (1) year.
- D. Term:  
Members shall serve two (2) years or until their successors are elected.
- E. Vacancy:  
Should a member of the Nominating Committee become a nominee for Office or Director, that person shall resign from the Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Board of Directors with the candidate who received the next highest number of votes in the most recent election, if available. If the member is unable to serve, the vacancy shall be filled by a ballot vote of the Board of Directors.
- F. Duties:

1. The committee shall request that members recommend the names of candidates for each elective position.
2. The committee shall consider the qualifications of all candidates proposed by the membership or by members of the Nominating Committee and shall select nominees for each office and director and vacancy on the Nominating Committee.
3. The consent of all persons whose names appear on the ballot shall be secured.
4. A ballot shall be prepared with the placement of names chosen by lot.

## **Section 2 Ballot**

A. In odd numbered calendar years, the ballot shall contain nominees for:

1. President (2011 only; thereafter, the sitting President-Elect will assume the office of President)
2. President-Elect
3. Secretary
4. Two (2) Members of the Nominating Committee

B. In even numbered calendar years, the ballot shall contain nominees for:

1. Treasurer
2. One (1) Director
3. One (1) Member of the Nominating Committee

C. No member shall be a candidate for more than one (1) position.

## **Section 4 Elections**

A. All elections shall be by ballot prepared by the Nominating Committee.

1. The official ballot shall be sent to the Chair of Tellers not later than November 15 of each year.
2. The Treasurer shall ensure the Chair of Tellers receives an official roster along with the email address for members eligible to vote.
3. The ballot shall be sent to members by the Chair of Tellers electronically via an on-line resource.
4. The ballot, together with directions and accompanying information about each candidate, shall be sent to members not later than December 1 of each year.
5. Members will be instructed to return their marked ballots to the Chair of Tellers no later than 14 days after receiving the ballot.

B. Tellers: The Board of Directors shall appoint two (2) Tellers and the Chairperson of Tellers not later than November 1 of each year.

- C. The ballots shall be counted prior to the annual meeting. The full report of the Tellers shall be read at the annual meeting and sent to members electronically.
- D. Decision: A plurality vote shall elect. In the event of a tie vote, a decision shall be determined by lot.
- E. Ballots shall be retained for three (3) months.

## **ARTICLE VII**

### **MEETINGS OF MEMBERS**

#### **Section 1 Annual Business Meeting**

- A. There shall be an Annual Business Meeting, which shall be held each year in January at such time and place as determined by the Board of Directors.
- B. Cancellation of the Annual Business Meeting
  1. In the event of an emergency, the Board of Directors by two-thirds (2/3) vote may cancel the Annual Business Meeting.
  2. All members shall be mailed and/or electronically transmitted notification of the cancellation and the results of any election or bylaws amendments.

#### **Section 2 Special Meetings**

Special meetings may be called by the President upon written request of at least two-thirds of the members.

#### **Section 3 Notices**

Members shall be notified at least ten (10) days and not more than forty (40) days before the date of all meetings of the membership.

#### **Section 4 Quorum**

A simple majority of voting members, including one officer who shall be the President or the President-elect, shall constitute a quorum of all meetings of the membership.

#### **Section 5 Meeting Business**

- A. New business may only be introduced if a simple majority of those present agree and approve the introduction of a new subject.

#### **Section 6 Official Record**

An official record of the meeting will be made.

## **ARTICLE VIII**

### **COMMITTEES**

#### Section 1 Standing Committees

- A. Committees shall be established and appointed by the President with approval by the Board of Directors.
- B. The following Standing Committees shall be established:
  - 1. Finance
  - 2. Education
  - 3. Advocacy
- C. Each committee shall consist of at least two (2) members.
- D. Detailed duties of committee members and procedures shall be as set forth in the standing rules or Policies and Procedures.

#### Section 2 Ad Hoc Committees

Ad Hoc committees may be appointed as authorized by the general membership or the Board of Directors

#### Section 3 Ex-Officio Members

The President shall be ex-officio member of all committees, except the Nominating Committee.

#### Section 3 Quorum

The quorum for any committee shall be a majority of the committee.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised* shall govern the proceedings of this chapter in all cases not provided for in these bylaws or in the standing rules or policies.

## **ARTICLE X**

### **AMENDMENTS**

A. These bylaws may be amended at any annual meeting or special meeting of membership by a two-thirds ( $2/3$ ) vote of the members present and voting, provided that the proposed amendments shall have been approved by the Chapter Board of Directors and sent to each voting member at least thirty (30) days in advance.