

Bylaws of the American Association of Neuroscience Nurses

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Article I - Name And Purpose

Section 1

The name of this association shall be the American Association of Neuroscience Nurses, an Illinois not-for-profit corporation.

Section 2

The American Association of Neuroscience Nurses (AANN) is committed to the advancement of neuroscience nursing as a specialty through the development and support of nurses to promote excellence in patient care.

Section 3

The functions of the American Association of Neuroscience Nurses are to provide for continuing growth and a medium for direct communications in neuroscience nursing.

Section 4

No part of the income or property of this Association shall inure to the benefit of any individual.

Article II - Membership Qualifications

Section 1

Member

Individuals may be accepted as members and may remain as members who are:

- a. Licensed to practice as a registered nurse
- b. Actively engaged in or primarily interested in neuroscience nursing, and

- c. Willing to participate in planned programs of the American Association of Neuroscience Nurses and whose dues are current.

Section 2

Associate Member

Individuals may be accepted as associate members and remain as associate members who are:

- a. Health care providers
- b. Engaged in the care of neuroscience patients and whose dues remain current; or
- c. Are members of the health care industry supplier community or trade press.

Associate members may not vote, hold elective office or serve as committee chairs.

Section 3

Student Member

Individuals may be accepted as student members and remain as student members who are:

- a. Currently enrolled in an entry-level nursing program that leads to eligibility for the NCLEX examination upon graduation, and
- b. Interested in neuroscience nursing and whose dues are current. Student members may not vote, hold elective office or serve as committee chairs.

Section 4

Senior Member

- a. At age sixty and after 10 years consecutive membership, a member may choose to become a senior member.
- b. A senior member:
 - 1. May continue to participate on committees
 - 2. Need not pay dues
 - 3. Retains voting rights
 - 4. May hold office

Section 5

Honorary Member

The AANN Board of Directors may confer honorary membership upon individuals who have rendered distinguished-service and leadership to the Association or those who have made unique contributions to the field of neuroscience nursing. Honorary members will not be required to pay dues. Association members given honorary membership will retain all the privileges of membership. Others given honorary membership may not have voting or office holding privileges but may serve on special committees.

Section 6

Termination of Membership

Membership in AANN may be terminated or other discipline imposed for “cause,” which means violation of these bylaws or any rule or practice of AANN. Termination or other discipline shall be effected or imposed only upon the vote of two-thirds of the entire board of directors; provided that the member shall have been furnished a full statement of the charges against such member and shall have been afforded adequate opportunity for a hearing thereon. In addition, the

membership of any member who becomes ineligible for membership or who is ninety days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, the board of directors may delay such termination.

Article III – Dues

Dues for members shall be as follows:

- a. The board of directors shall have authority to establish membership dues, grant exemptions from payment of dues and impose special assessments.
- b. Resignation
Any member may resign at any time, with no refund of dues, by so stating in writing to the AANN executive director.

Article IV – Meetings

Section 1

The American Association of Neuroscience Nurses shall meet annually.

Section 2

- a. The registration fee for members and non-members at the annual meeting of this Association shall be determined by the board of directors.
- b. The board of directors shall be empowered to select official guests who shall include those invited to participate in the program of the annual meeting.

Section 3

~~The annual business meeting shall be an open meeting but only members of the American Association of Neuroscience Nurses in good standing with voting rights shall be permitted to vote.~~

A Meeting of the members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such time and place as determined by the Board of Directors.

Rationale:

The AANN Annual Educational Meeting in the current format does not include a formal membership meeting. Revising this statement allows for a meeting to be called if needed or requested, but does not require it be held on an annual basis.

Section 4

~~Any proposal adopted at the annual business meeting shall become a recommendation to the board of directors for further action.~~

Rationale:

Section 4 will no longer be applicable with the change to section 3 which removes a standing membership meeting.

Section 53

The current issue of Robert's Rules of Order shall govern the conduct of the meeting of the Association unless otherwise specified.

Section 6

~~Ten-Five~~ percent of members entitled to vote constitutes a quorum at any meeting of members, and the act of a majority of members present in person or by proxy at a duly-called meeting at which a quorum is present is the act of the members, unless a greater number is required by law as in the case of amendments to the bylaws, the articles of incorporation, or these Bylaws.

Rationale:

Over the past several years there has been a decline in membership response to voting in the annual election and surveys sent to the membership. This is not an isolated problem for AANN but rather a trend among nursing and membership organizations. Lowering the required quorum percentage from 10% to 5% will be closer in line with the current average of AANN members who actively vote and/or respond to surveys.

Article V - Voting Rights

Section 1

Voting rights shall be allotted to members and senior members, as well as honorary members whose previous membership classification included voting rights.

Section 2

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Section 3

Voting by mail, including electronic mail, is permitted in lieu of a vote at a duly called meeting for any item of business, including the election of officers and directors. ~~For the election of officers and directors, the act of a majority of 10% or more eligible voting members returning ballots by a date certain is an act of the membership.~~ For all voting matters including other than the election the election of officers and directors, the act of a simple majority or more voting members casting votes by a date shall be an act of the members (provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting), unless the action of a greater number is required by law, the articles of incorporation, or these Bylaws.

Rationale:

This change removes a required percentage specific for the election of officers and director and changes it to a quorum per Article IV – Meetings (Section 6) of 5%, if approved. This does not remove the requirement for an election of officers and directors. This will create cohesive bylaws in line with the engagement of the membership. This will also ensure AANN membership has the opportunity to participate in selecting the leaders of the organization.

Article VI - Board of Directors

Section 1

The governance of this Association shall be vested in the board of directors, ten in number, to consist of the president, president-elect, immediate past president (in a nonvoting capacity), secretary-treasurer and six directors at large to be elected among those members who are entitled to vote under Article II of these Bylaws.

Directors are elected to serve a term of 3 years. No director who has served a three-year term shall be eligible for reelection as a director for a consecutive term. The affairs of the Association will be managed according to the bylaws and the policies and procedures of the Association.

- a. The board of directors shall meet at least 2 times each year at a place designated by the president.
- b. The board of directors shall conduct the general business of this Association in the period between annual meetings.

- c. Special meetings of the board of directors may be called at any time by the president, and shall be called by the president on written request of any two members of said board. Written notice shall be sent to each director not less than fourteen days prior to the meeting.
- d. A quorum of the board shall consist of five or more members of the board of directors.
- e. Each director holds office until his or her successor is elected and qualified or until he or she is no longer qualified to serve.

Section 2

Any director who is absent from one meeting of the board of directors is no longer qualified to serve on the board, unless such director demonstrates to the satisfaction of the president why such absence should be excused.

Section 3

In the case of a vacancy on the board of directors, the president will submit to the board of directors for approval the name of an individual recommended to fill the vacant position. An individual elected to fill a vacancy shall serve for the unexpired term of their predecessor, and until a successor has been duly elected and qualified, or until their resignation or removal.

Section 4

Executive Committee of Board of Directors:

There shall be an executive committee of the board to consist of the president, president-elect, secretary-treasurer, and, in a non-voting ex-officio capacity, the immediate past president and executive director to carry on the affairs of the Association in the interim period between the board meetings. Any actions of this committee are communicated to the board of directors at its next scheduled meeting and reflected in the minutes of the meeting. The executive committee may be empowered by the board of directors to perform such duties as the board may direct.

Article VII - Officers

Section 1

The officers of the Association shall consist of a president, president-elect, immediate past president (in a nonvoting capacity), and a secretary-treasurer. The president-elect shall be elected for a term of one year. At the conclusion of the next annual meeting, the president-elect shall assume the office of president and continue in the office of president until the close of the annual meeting the next year. At the conclusion of the annual meeting that ends their presidential term, the president will assume the office of immediate past president until the close of the annual meeting the following year. The president, president-elect, and immediate past president may not serve two consecutive terms in the same office. The secretary-treasurer shall be elected for a three-year term.

Section 2

Any officer may be removed by the affirmative vote of a majority of the voting members whenever, in their judgement, the best interests of the Association would be served thereby.

Article VIII - Duties of Officers

Section 1

President: It shall be the duty of the president to preside at all meetings of the Association and to see that the Association complies with its bylaws and policies and procedures. The president shall be an ex-officio member of all committees.

Section 2

President-elect: In the absence of the president, the president-elect shall preside and assume the usual duties of the president.

Section 3

Immediate Past President: It shall be the duty of the immediate past president to serve as a continuing resource to the current president, officers, and the AANN board of directors. In that capacity, the immediate past president will be assigned to projects and committees as determined by the current president.

Section 4

Secretary-Treasurer: It shall be the duty of the secretary-treasurer to keep a true record of the proceedings of the meetings of the American Association of Neuroscience Nurses. It shall also be the duty of the secretary-treasurer to review expenditures of the Association, submit financial reports to the membership, prepare the annual budget in collaboration with the executive director, and make recommendations pertaining to changes which may affect the financial status of the Association.

Article IX - Nominations and Elections

Section 1

Any member may submit the name(s) of a potential candidate(s) to the chairperson of the nominating committee by the deadline(s) established in the Association's policies and procedures. All potential candidates who meet the criteria as stated by the Association shall be placed on the slate for election in accordance with AANN's nomination and election policies. The Nominating Committee shall prepare a slate of candidates for the annual election ballot and present it to the board of directors.

Section 2

Not less than 40 days prior to the annual election, all voting members will be notified and have access to the official ballot.

Section 3

The method of the annual election shall be specified in the Association's policies and procedures. The candidate receiving the largest number of votes for each office to be filled shall be elected.

Section 4

Officers and directors shall take office at the close of the annual meeting following their election.

Article X - Executive Director

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or management firm selected by the board of directors. The salaried staff head or firm shall have the title of "Executive Director," and shall have the authority to execute contracts on behalf of the Association and as approved by the board of directors. The Executive Director may carry out the duties of the Secretary-Treasurer of the Association as specified in these bylaws and in the Association's Policies and Procedures Manual.

Article XI – Committees

Section 1

Executive Committee: See Article VI Section 5 of these bylaws.

Section 2

Nominating Committee: There shall be a nominating committee whose purpose shall be to develop a slate of candidates for elected offices pursuant to Article X or as stated in the Association's Policies and Procedures Manual. The chair shall be appointed by the president subject to approval by the board of directors.

Section 3

Education Provider Committee: There shall be an education provider committee whose purpose is to: (a) ensure compliance with American Nurses Credentialing Center-Commission on Accreditation, ANCCCOA educational design criteria for AANN's educational offerings; (b) award continuing education credit; (c) provide expertise, advice and consultation on ANCC-COA criteria to AANN committees and (d) complete quality assurance review of compliance with ANCC-COA criteria for AANN offerings. The chair shall be appointed by the president subject to board approval.

Section 4

Other Committees: Special and ad hoc committees may be appointed by the president for special projects. The members of such committees shall serve during the president's term at the end of which the committee shall be automatically discharged unless otherwise directed and authorized by the board.

Article XII - Special Focus Groups

Special Focus Groups of the American Association of Neuroscience Nurses shall be organized under the authority of the Association and shall operate in conformity with these bylaws and the policies and procedures of the Association.

Article XIII – Chapters

Section 1

Chapters of the American Association of Neuroscience Nurses shall be organized under the authority of the Association and shall operate in conformity with these bylaws and the policies and procedures of the Association.

Section 2

Each leader of a chapter shall be a member of the Association.

Section 3

Each chapter shall adopt such bylaws for the governance of the organization as may be approved by the American Association of Neuroscience Nurses. Such bylaws shall not be in conflict with the bylaws of the American Association of Neuroscience Nurses.

Section 4

Each chapter of the American Association of Neuroscience Nurses shall keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization including specifically, the names of its members, the dues collected and the amounts remitted to the Association. Such books of accounts and records shall at all reasonable times be open to inspection by an authorized representative of the Association.

Section 5

The charter of a chapter shall be subject to withdrawal and the status of the chapter shall be subject to termination for failure to conform to these bylaws or those rules and regulations as may be prescribed by the Association.

Section 6

Each chapter is obligated, upon the termination of its charter by the American Association of Neuroscience Nurses:

- a. To yield up and surrender all of its books and records and all of its assets and property to the Association or to such agency as may be designated by the Association or to another organizational component organized under the authority of the Association.
- b. To cease and desist from the further use of any name that implies or connotes association with the American Association of Neuroscience Nurses or status as a constituent of the Association; and
- c. To carry out promptly, under the supervision of the American Association of Neuroscience Nurses, all proceedings necessary or desirable for the purpose of dissolving such chapter.

Article XIV - Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Article XV – Gifts

Section 1

The Association shall have the power to accept gifts.

Section 2

The board may authorize any officer(s) or agent(s) of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 3

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Association's name must be signed by those Association officers or agents that the board of directors has determined by resolution. In the absence of a determination by the board of directors, such instruments must be signed by the Treasurer and countersigned by the President of the Association.

Section 4

All Association funds must be deposited to the credit of the Association in banks, trust companies, or other depositories that the board of directors selects.

Section 5

The board of directors will provide for bonding Association officers and employees as it determines.

Section 6

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of the board of directors, all committees having board authority, and all meetings of the Association.

Article XVI – Amendments

Section 1

~~Amendments to these bylaws must be proposed in writing and submitted to the Secretary-Treasurer six weeks prior to the next scheduled board meeting.~~

~~Not less than 40 days prior to the annual election, all voting members will be notified and have access to the proposed amendment ballot with rationale for change.~~

Rationale:

Section 1 is no longer applicable if section 3 changes are approved.

Section 2

~~The affirmative vote of two-thirds of the members voting, provided a quorum is present, shall be required for the adoption of an amendment.~~

Rationale:

Section 2 is no longer applicable if section 3 changes are approved.

Section 31

~~These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the directors present and voting at any meeting of the Board of Directors at which a quorum is present.~~

~~These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of a majority of the Board of Directors.~~

~~Bylaws may be amended at the time of the annual business meeting without the previous membership notification if the amendment is presented from the floor. Proposed amendments with notice may also be acted upon at the annual business meeting. In either circumstance, a quorum must be present and amendments must be approved by two-thirds of the voting members present. Any amendments approved by the membership without prior notification under this section must subsequently be approved by the Board of Directors before they may take effect.~~

Rationale:

Per the membership survey that closed on December 18, 2017, 7.3% of the membership participated and the majority responded that they would be in favor of the AANN Board of Directors being able to make changes to the bylaws without a vote from 10% of the AANN membership.

The AANN Board of Directors is elected by the membership, therefore are representative of the members of the organization. By removing the required 10% vote, the board can act on behalf of the members if needed to ensure the organization is nimble and can meet the need of the membership. The approval of a quorum of board members would be required to make any bylaws changes, if approved.

Section 4

~~The board of directors may submit proposed bylaws amendments to the membership for approval at times and using methods other than those set forth in this Article XVIII, including at any regular or special meeting of members or via electronic or written ballot, in accordance with the provisions of Illinois law and AANN policy.~~

Rationale:

Section 4 is no longer applicable if changes to section 3 are approved.

Article XVII - Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, is deemed equivalent to the giving of appropriate notice.

Article XVIII - Indemnification

The Association shall indemnify all officers, directors, committee members, employees, and agents of the Association to the full extent permitted by the Illinois General Not-for-Profit Corporation Act and may purchase insurance for such indemnification to the full extent determined from time to time by the board of directors.

Article XIX – Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Article XX - Dissolution

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

Amended November 1998, November 2000, April 2003, April 2005, June 2008, November 2011