

**ArONL**

**BYLAWS**

**OF THE**

**Arkansas Organization of Nurse Leaders**

**BYLAWS, RULES, AND REGULATIONS OF THE  
ARKANSAS ORGANIZATION OF NURSE LEADERS  
OF THE ARKANSAS HOSPITAL ASSOCIATION**

## **Article I - Name**

The organization's name shall be the Arkansas Organization of Nurse Leaders of the Arkansas Hospital Association, hereinafter referred to as "ArONL" and the "Association," respectively. ArONL is directly affiliated with the American Organization of Nurse Leaders (AONL), a subsidiary of the American Hospital Association (AHA).

## **Article II – Objectives**

The objectives of ArONL shall be to advance the development of effective leadership in healthcare institutions by:

1. Provides a medium for the interchange of ideas and disseminating information and materials relative to nursing leadership, patient care, nursing practice, quality/safety, and service.
2. Providing a platform for nursing leadership within the healthcare field from which to speak.
3. Promoting educational programs and professional development activities to strengthen nursing leadership.
4. Promote nursing leadership excellence in Healthcare organizations and schools of nursing through informal mentorship programs.
5. Provide members with access to scholarships

The ArONL is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer, or other individuals. Upon dissolution, the assets shall be distributed to an organization enjoying an exempt status under S 501© (3) of the Internal revenue code or successor statutory authority.

## **Article III - Membership**

### **Section 1.1 Full Members**

Full members of ArONL shall consist of those who meet the following requirements: Registered Nurses (RN). RN includes nurses in all healthcare environments, academia, and healthcare-related businesses who hold, aspire to hold, or function in a leadership role. Typical responsibilities can consist of management, strategic, operational, and performance outcomes in healthcare sites. Members of ArONL are hospital and health system leaders, deans, associates, directors, and faculty in graduate and undergraduate nursing programs: consultants in nursing administration and management practice: those who work in professional associations, regulatory agencies, accrediting health care organizations, and editors of professional journals.

### **Section 1.2 Affiliate/Industry Members**

Affiliate/Industry members of ArONL shall consist of those persons who are not Registered Nurses but support the objectives of ArONL. The affiliate/industry member's objectives, purposes, goals, and initiatives must be consistent with and support the objectives, purposes, goals, and initiatives of ArONL. Affiliate/industry members may

attend ArONL business and educational meetings, but will not be permitted to vote in the meetings, hold office in or vote for Directors or Officers of ArONL except as otherwise outlined in these Bylaws. Approval will be required for Affiliate Membership. ArONL Membership Committee will review, and applicants will be notified if the membership has been approved. If approved as a member of ArONL, they will be required to follow and comply with the Bylaws, rules, and regulations of ArONL.

### **Section 1.3 Students**

Student Members of the ArONL shall be full-time U.S. Nursing Students. A student is defined as a "person has not taken RN boards and obtained licensure" in an Associate Degree, Diploma, Baccalaureate, generic Masters, and generic Doctoral programs preparing students for Registered Nurse licensure. They may attend ArONL business and educational meetings. Still, they will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for directors or Officers of ArONL.

### **Section 1.6 Eligibility Status Change**

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

### **Section 1.7 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 hospice care. For the purpose of these Bylaws, the term "health care system" includes the multi-institutional system, healthcare networks, the single hospital multi-corporation, and systems of other health care institutions as defined in this section.

## **Article IV – Meetings**

### **Section 1. Annual Meeting of the Membership.**

The annual ArONL meeting will be held for the transaction of ArONL business. The meeting time and place to be designated by the Board of Directors. The AHA liaison ArONL shall send a notice of the annual meeting at least thirty (30) days before such a meeting.

The membership will be notified through the ArONL Newsletter, AHA newsletter, and by email.

## **Section 2. Board of Directors**

The Board of Directors shall meet not less than once a year, upon receipt of notice from the secretary. Directors may participate in and act at any meeting of the Board or committee by using a conference telephone or other communications equipment, which enables all persons participating in the meeting to communicate with one another.

## **Section 3. Regular Meetings**

The Board of Directors shall hold regular meetings at such places and times announced by the Board of Directors.

## **Section 4. Special Meetings**

The ArONL President, the ArONL Board of Directors, or ArONL secretary may call special meetings of the membership with fourteen (14) days prior written notice after approval by the Board of Directors.

## **Section 5. Quorum**

Twenty (20) percent of the voting members shall constitute a quorum for membership meetings.

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 Directors members present on a matter at a meeting at which a quorum is present shall be necessary to adopt the matter.

Board Members may participate in and act at any meeting of the Board or committee remotely through video or telephonic conferencing or other means, enabling all persons participating in the meeting to communicate with one another.

## **Section 6. Rules and Procedure**

The order of business for annual and special meetings shall be as provided by the Board of Directors. Where order is not so provided and not expressly provided for in these bylaws, Robert's Rules of Order shall govern meetings.

# **Article V - Officers and Directors**

## **Section 1. Designation**

The ArONL Board shall consist of a President, a president-elect or immediate Past President, a secretary, AHA Liaison, and four (4) Directors.

## **Section 2. Eligibility**

Each elected officer or Director of ArONL shall be a full member of the Arkansas Organization for Nurse Leaders and the American Organization of Nurse Leaders.

## **Section 3. Officers**

The Officers of ArONL shall be a President, and a President-elect or Past- President by the voting membership of ArONL.

## **Section 4. Secretary**

The President shall appoint a Secretary each year. All funds are directed through the AHA Liaison; there is no treasurer for this organization.

## **Section 5. Board of Directors**

There shall be a Board of Directors consisting of the President, President-elect or immediate Past President, and four (4) Directors.

## **Section 6. Election of Officers and Directors**

The Association's elected officers shall be the President, President-elect or Past President and four (4) Directors.

The election shall be conducted at the annual meeting. The nominating committee will have presented a slate of nominations for the open offices; nominations from the floor are welcome during the business meeting. When there is a nomination from the floor for an ArONL position, a secret ballot will conduct the election for this position. When a secret ballot is necessary, the ArONL secretary and one Board member (not on the ballot) will tabulate the vote. In the event of a tie vote, the Board of Directors shall determine the choice, and the election results will immediately be announced.

If an annual meeting is not held, the election may be conducted electronically via email. The AHA liaison shall send out a call for nominations, and the slate prepared and sent to the membership for voting. The ballot shall be emailed to each member not less than 14 days before closing the election period. The candidate receiving the greatest number of votes cast for the position shall be elected. In the event of a tie vote, the Board of Directors shall determine the choice, and the election results will be announced electronically.

## **Section 7. Terms of Office**

- A. **Officers** – The President shall serve for two (2) year term and shall take office at the close of the annual meeting following a term of one year as President-elect. The position of Past-President will be for a one-year term.
- B. **Directors** – Directors shall serve for a term of two (2) years and shall take office at the close of the annual meeting immediately following their election. No member shall serve more than two consecutive terms on the Board of Directors.
- C. **Voting** – Each elected member of the Board of Directors shall have the power to vote. The secretary is not a voting member.

## **Section 8. Duties of Officers and Directors**

- A. **President**-The President shall be the chief executive officer of ArONL. The President shall preside at all meetings of the ArONL and serve as Chairman of the Board of Directors. It shall be the President's duty to:
  - 1. Supervise the activities of ArONL
  - 2. Appoint the chairman and members of standing and special committees as authorized by the Board of Directors
  - 3. Present a report at the annual meeting, a copy of which shall be kept in permanent files of the Organization
  - 4. Should the funding exist, ArONL will fund the President or designee to attend the National AONL conference to include registration, hotel, and airfare.
  - 5. Perform such other duties as authorized by the Board of Directors
- B. **President-Elect** – The President-elect shall, in the absence of or incapacity of the President, perform all duties and assume responsibilities of the President
- C. **Past President** –and shall perform such duties as may be assigned to them by the ArONL Board of Directors
- D. **Secretary**- - The secretary shall serve as an ex-officio member of the Board of Directors, guiding the implementation of approved policies and relationships with the ArONL and other allied associations. The financial report will be received from the AHA liaison.
- E. **Board of Directors** – The Board of Directors shall have authority to:
  - 1. Make policy decisions for ArONL.  
To carry on the business of ArONL
  - 2. To establish rules and procedures for the Board of Directors and ArONL
  - 3. To approve or disapprove reports, resolutions, or actions of officers and committees

4. Approve an annual budget
5. Perform such other duties as may be necessary to coordinate and advance ArONL's objectives

### **Section 9. Vacancies**

A vacancy may occur in any office because of resignation, removal, disqualification, death, or otherwise. If the office of the President shall become vacant, the President-elect shall act as the President until the next annual meeting, at which time the President-elect will assume the office of President. If the Past-President office becomes vacant, the position shall remain vacant for the remainder of the term. If the office of President-elect shall become vacant, the Board of Directors shall appoint a President-elect from the Board to serve for the remaining portion of the unexpired term and to take office as President at the next annual meeting. Should no Board of Director be able to fulfill the position, the President will appoint a Director from the membership to fill the remaining unexpired term.

If a Director position becomes vacant, a full member shall fill the position from the membership, appointed by the ArONL Board of Directors, to serve the remaining portion of the unexpired term.

## **Article VI - Committees**

### **Section 1. Committees and Nomination**

1. **Composition:** The Board of Directors shall annually, at its first meeting, appoint a committee on nominations consisting of five members, one whom shall be designated as chairman of the committee.
2. **Nominating Committee Duties:** The nominating committee shall prepare a proposed slate of officers for the annual meeting. The proposed slate will list two (2) candidates for each position open. When preparing the slate, the nominating committee will make every effort to solicit nominations from all areas of the State. The nominating committee or candidates requesting to be considered for the slate of the ArONL election should submit to the AHA Liaison at least thirty (30) days before the annual meeting, a resume background. At the Annual Meeting, the slate will be announced, call for nominees from the floor, and distribute ballots. The nominating committee will count votes and the results presented at the annual meeting's close. If the meeting is held electronically, a call for nominations will be sent to the AHA liaison, voting will be completed electronically, and results will be sent to the membership via email.

### **Section 2. Standing Committee**

The Board of Directors shall annually, at its first meeting, designate the standing committees except as otherwise provided by these bylaws and shall define the functions of such committees.

The President shall annually appoint the chairman and members of standing committees, except the committee on nominations.

All standing committees will present a year in review summary annually to the membership at the summer conference.

There shall be four (4) standing committee and special committees as follows:

- **Professional Development/Programs-** The duties of this committee shall be to develop programs for all meetings and shall submit plans to the Board of Directors for approval.
- **Communication/Website/Newsletter** – This committee's duties shall be to communicate the Association's activities. Those activities shall include but are not limited to the following: maintain and update the information posted, membership applications, bylaws, and news, events, resources, and contact information.
- **By-Laws Committee-** The committee's duties are to review the By-laws annually and present it to the Board and membership. Address requests for changes to the bylaws brought forth by the leadership, committees, and membership.
- **Membership Committee** - The membership committee shall be composed of representatives from all areas of the State. The duties shall be to promote and monitor membership status, provide association information as requested, and offer a personalized networking system to its members. Scholarship review and recommend and submit to the Board for approval.

The business may be conducted by electronic (email) or telephone (conference).

### **Section 3. Special Committees**

Special Committees may be appointed by the President for special projects and communication as authorized by the Board of Directors. The term of officers for members shall one year or until the next annual meeting. At that time, the committee shall be automatically discharged unless otherwise specified by the Board of Directors. Special committees shall submit interim written reports of their activities to the President, if requested. Upon completion of the project, they shall present a final written report with conclusions and recommendations.

## **Article VII – Affiliations**

### **Section 1. Rate of Dues**

Annual dues of the full and associate members of ArONL shall be sixty-five (65) dollars more than the personal membership dues to the Arkansas Hospital Association. All funds paid to ArONL shall be the property of the Association.

Annual dues of the student members of ArONL shall be the cost of personal membership to the Arkansas Hospital Association (AHA). They will not be included in the ArONL dues paid to the AHA.



ArONL shall allocate operating funds for ArONL upon the presentation of an annual budget.

#### **Article IX – Fiscal Year**

The fiscal year for ArONL will be from July 1 through June 30.

#### **Article X – Amendments**

These bylaws may be altered, amended, or repealed by a two-thirds vote of the voting members present at the annual, regular, special, or electronic (email) meeting called for this purpose. A. note of proposed changes shall be sent to all members at least two weeks, fourteen (14) days in advance of the meeting.

Amendments may be proposed by the Board of Directors or twenty-five (25) ArONL members in good standing. Proposed amendments shall be filed with the President at least thirty (30) days before the meeting at which the amendment is to be considered.

The Board of Directors of ArONL must approve amendments to the bylaws.

Revised October 1987

Revised October 1989

Revised August 1993

Revised August 1996

Revised March 2001

Revised October 2006

Revised May 2008

Revised August 2011

Revised October 2011

Revised November 2016

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Revised December 2018

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