

ECHAPTER BYLAWS

ARTICLE I

The name of this professional organization is *eChapter* (the electronic chapter of the Association of perioperative Registered Nurses, Inc. [AORN]). Hereinafter referred to as the “chapter.”

ARTICLE II PURPOSES

The purposes of this chapter are:

- A. To unite registered nurses for the purpose of maintaining a chapter dedicated to promoting the highest professional standards of perioperative nursing practice for the optimal care of the patient before, during, and after operative, and other invasive procedures;
- B. To provide opportunities for continuous professional development, to include diversified educational activities;
- C. To generate, evaluate, and disseminate scientific evidence to improve professional perioperative practice
- D. To provide leadership in professional perioperative practice to influence health care delivery locally, nationally, and globally;
- E. To cooperate lawfully with other professional associations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purposes of the Chapter;
- F. To otherwise lawfully adopt policies and conduct programs for the improvement of professional perioperative practice provided that the policies and programs are consistent with the requirements that the Chapter is not organized for profit and no part of its earnings inure to individuals.

ARTICLE III MEMBERSHIP AND DUES

Section 1: Membership in eChapter is contingent upon compliance with requirements as specified in these bylaws

Section 2: Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, gender, or age.

Section 3: Categories of membership in this Association are voting and non-voting.

- A. Voting: A registered nurse or a previously registered nurse who is retired and whose license is in good standing at the time of non-renewal, who supports the mission of the chapter
 1. May vote for elected officials and on membership matters
 2. May serve as a Delegate at the AORN annual meeting
 3. May hold elected office
 4. May chair or serve on committees
- B. Non-voting: An individual who is not defined as a voting member, who provides or provided direct or indirect perioperative services, and who supports the mission of

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the chapter

1. May not vote for elected officials, or on membership matters
2. May not serve as a Delegate at the AORN annual meeting
3. May not hold elected office
4. May serve on committees

Section 4: Dues

Annual membership dues in this Association (AORN) are determined by the AORN National Board of Directors and subject to ratification by the House of Delegates. Chapter dues are determined and collected as part of that process with the exception of Life-Time and Retired Members, whose dues are not paid by National AORN.

Section 5: Termination

- A. The chapter Board of Directors may terminate a membership for failure to meet membership requirements, provided the member was offered an opportunity to have an unprejudiced hearing if requested, at which the member was permitted to defend against the termination.
- B. If terminated, a member may be allowed to rejoin by the chapter Board of Directors after demonstrating eligibility for membership.

ARTICLE IV OFFICERS

The officers of the chapter shall be elected by the members and includes a President President-Elect, Secretary and Treasurer. President and President-Elect are elected annually. Treasurer and Secretary are elected every other year. Chapter officers must not allow their AORN National membership to lapse during their term of office.

A. President:

1. Serves as the official representative, contact of the Chapter, and presides at all meetings of the Chapter and its Board of Directors
2. Creates, determines duties, and appoints all committees and committee members
3. Facilitates continuity in transition of the office of the president
4. Reviews the bank statement with the treasurer semi-annually

B. President-Elect:

1. Observes, assists, and consults with the president in preparation for assuming the duties and responsibilities of that office
2. Performs the duties of the President in absence or inability of the President to fulfill the role
3. Facilitates continuity in transition to the office of president

C. Secretary:

1. Ensures accurate records are maintained of the proceedings of all business meetings and affairs of the chapter
2. Assists in preparing the agenda prior to each BOD, Annual , and Town Hall Meeting

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3. Submits, in concert with the President, the documents required by AORN to meet the AORN Chapter Accountability Standards (CAS) via OR Nurse link during the current year (Jan-Dec) prior to December 31 annually
 4. Convenes chapter meetings in the absence of the President, or President-Elect
- D. Treasurer:
1. Manages the fiscal affairs of the Chapter and provides reports to the membership and the Board of Directors
 2. Submits, in concert with the President, the documents required by AORN to meet the AORN Chapter Accountability Standards (CAS) via OR Nurse Link during the current year (Jan-Dec) prior to December 31 annually

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors consists of the officers, four (4) additional elected members, and the immediate Past President. The Board has the power, authority, and responsibility to manage the affairs of the chapter, except to modify action of the members.

Section 1: Number; Term of Office; Resignation and Removal

- A. The number of Directors may be determined from time to time by the Board of Directors, but no decrease in such number shall have an effect of shortening the term of an incumbent Director
- B. Term of office for the remaining Board of Directors:
 1. Two members are elected every year for a 2-year term
- C. Each Director shall hold office until a qualified successor is duly elected, or until the Director's death, resignation, disqualification, or removal
- D. Any Director (including officers) may resign at any time by written notice to the Board of Directors
- E. Directors (including Officers) may be removed from office by a majority vote of the Board of Directors

Section 2: Meetings

- A. The Board of Directors shall meet on a regular schedule via electronic platform or conference call at a time and frequency determined by mutual agreement of the Board
- B. Special meetings of the Board of Directors may be called by the President, or upon request of a majority of the Board
- C. Five (5) members of the Board, at least two (2) who are officers, shall constitute a quorum for the conduction of business at any meeting of the Board of Directors

ARTICLE VI

NOMINATING COMMITTEE

Section 1: Committee Composition

- A. The Nominating Committee consists of at least five (5) members. Two (2) members are elected in the even numbered years and three (3) in the odd numbered

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- years, each serving for a term of two (2) years.
- B. The immediate Past President will serve as a non-voting ex-officio member of the committee

Section 2: Responsibilities

- A. Solicits and receives nominations for potential candidates for all elected positions.
- B. Verifies AORN membership status of the potential candidates
- C. Prepares and presents a slate of candidates to serve for all elected positions.
- D. Members of the committee may not be listed as candidates for election on a slate that they have prepared

ARTICLE VII

ELIGIBILITY- ELECTIONS-TERMS-VACANCIES-REMOVAL

Section 1: Eligibility

- A. To be eligible for elected office, a candidate must be a voting member of eChapter.
- B. To be eligible for elected office, a candidate may not be an employee of AORN, Inc.
- C. To be eligible for the office of President-Elect, a candidate must have served at least one (1) year as a member of the Board of Directors.

Section 2: Elections

- A. The officers, Board of Directors, and the Nominating Committee shall be elected by ballot of the members in good standing, with voting rights as defined in Article III, and plurality elects. In case of a tie, choice is by lot.
- B. Any member holding an elective office may not be a candidate for another office unless the current term of the member expires at the impending annual election
- C. Elections shall be held once a year, no less than every two (2) years.

Section 3: Terms of Office

- A. The President-Elect is elected every year for a three (3) year term: one as President-Elect, one as President, and the last as Immediate Past President.
- B. The Secretary and two (2) members of the Board of Directors shall be elected in the even numbered years for a term of two (2) years and shall serve until their successors have assumed office.
- C. The Treasurer and two (2) members of the Board of Directors shall be elected in the odd numbered years for a term of two (2) years and shall serve until their successors have assumed office.

Section 4: Vacancies

- A. President: The President-Elect immediately assumes office.
- B. President-Elect: A vacancy in the office of President-Elect is filled by a vote of the Board of Directors from a slate submitted by the Nominating Committee. Eligibility requires the nominee to have served at least one (1) year as a member of the Board of Directors.
- C. The Board of Directors fills all other vacancies.
- D. Any member serving more than one-half term (1/2) is deemed to have served one (1) term in an elected position.

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Section 5: Removal

- A. Any elected official, regardless of the manner of election or appointment, may be removed from office by the Board of Directors upon two thirds (2/3) affirmative vote whenever in its judgment the best interests of the Chapter would be served thereby, provided the elected official upon request was offered an opportunity to have an unprejudiced hearing at which the elected official was permitted to defend against the termination.

ARTICLE VIII MEETINGS

Section 1: Chapter Meetings

- A. The Board of Directors shall determine the number of meetings per year, and the time and place of the meetings. Chapter meetings may be, but are not limited to face-to-face meetings, webinars, and/or conference/video calls
- B. Notices of all chapter meetings will be sent to the membership, and shall include the purpose, time, and type of meeting (electronic, conference call, or face-to-face)

Section 2: Special Meetings

- A. Special meetings may be called by the President, the majority of the Board of Directors, or special request from the membership.
- B. The membership shall be notified at least seven (7) days before the called special meeting.
- C. The notice shall state the purpose, time, and place of the meeting. No business other than stated in the notification may be transacted.

ARTICLE IX COMMITTEES/TASK FORCES

Section 1: Committees and Task Forces

- A. The President may create committees and ad hoc task forces to facilitate the Chapter's mission and strategic plan, pending Board of Directors approval.
- B. Committee and task force members shall be appointed by the President and consist of a chair and at least two (2) additional members, pending Board of Directors approval.
- C. Each committee or task force shall have only such authority as delegated to it by the Board of Directors.

ARTICLE X AMENDMENTS

- A. Proposal: Amendments to these bylaws may be proposed by any member of the chapter and submitted to the Board of Directors
- B. The proposed amendments must be received in written form at least five (5) days prior to voting
- C. Adoption: The adoption of an amendment to the bylaws requires a two-thirds (2/3) vote of the members voting.

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ARTICLE XI OFFICIAL PUBLICATION

The Board of Directors shall establish and maintain vehicle(s) of communication for the Chapter. Information carried therein shall constitute official notification to the membership.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised is the parliamentary authority of eChapter.

ARTICLE XIII DISSOLUTION

If the Chapter should dissolve, all funds in the treasury will be invested in the eChapter Endowed Scholarship Fund managed by the AORN Foundation.