

AORN of San Antonio #4409

Chapter Bylaws

ARTICLE I

The name of this professional organization is the **Association of peri-Operative Registered Nurses (AORN) of San Antonio #4409**, a Chapter of AORN, Inc, (Association of peri-Operative Registered Nurses), hereinafter referred to as the "Association."

ARTICLE II

PURPOSES

The purposes of this Association are:

- A. To unite registered nurses for the purpose of maintaining an Association 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 Association.
- F. To adopt policies and conduct programs otherwise lawfully for the improvement of professional perioperative practice provided that the policies and programs are consistent with the requirements that the Association is not organized for profit and no part of its earnings inure to individuals.

ARTICLE III

MEMBERSHIP AND DUES

Section 1: Membership in the Association is contingent on compliance with requirements as specified in these bylaws and the Code of Ethics adopted by the members.

Section 2: Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, sex, 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 was in good standing at the time of non-renewal, who supports the mission of AORN.
 1. May vote for elected officials.
 2. May vote in the House of Delegates.
 3. May hold elective office.
 4. May 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 AORN.
 - 1. May serve on committees.
 - 2. May not vote for elected officials or in the House of Delegates.
 - 3. May not hold elective office.

Section 4 : Termination

- A. The AORN 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 AORN Board of Directors after demonstrating eligibility for membership.

Section 5: Dues

- A. Annual membership dues in this Association are determined by the AORN Board of Directors and subject to ratification by the House of Delegates.
- B. Dues shall be paid according to established policy.
- C. Delinquency: Any member whose dues are not received by the last working day of the member's renewal month is automatically terminated as a member, and all privileges of the Association are withdrawn.

ARTICLE IV **OFFICERS**

The officers of this chapter are president, president-elect, vice president, secretary, and treasurer, with responsibilities as outlined in the Chapter Policy Manual. Chapter officers must not allow their AORN National membership to lapse during their term of office.

- A. President:
 - a. Serves as the official National representative and contact of the chapter and presides at all meetings of the chapter and the board of directors.
 - b. Creates; determines duties; appoints, subject to board approval; and serves ex officio on all committees, special committees, and subcommittees of the board and the chapter, except the Nominating Committee.
 - c. Facilitates continuity in transition of the office of the president.
 - d. Assigns a chapter liaison to work with your state council (if applicable).
 - e. Review monthly bank statements
- B. President-Elect:
 - a. Observes, assists, and consults with the president in preparation for assuming the duties and responsibilities of that office.
 - b. Facilitates continuity in transition to the office of the president.
 - c. Performs the duties of the president in the absence or inability of the president to fulfill the role.
- C. Vice President:
 - a. Observes, assists, and consults with the president.
 - b. Performs the duties of the president in the absence or inability of the president or president-elect to fulfill the role.

- D. Secretary:
 - a. Ensures accurate records are maintained of the proceedings of all business meetings and affairs of the chapter.
 - b. Convenes chapter meetings in the absence of the president and the vice president and presides at the election of the chair pro temp.
 - c. Provides AORN Chapter Relations with a copy of updated bylaws no less than every two years.
 - d. Provides one copy of business meeting minutes to AORN Chapter Relations per year.
 - e. Maintains an up-to-date Community of Practice (OR Nurse-Link or independent web site). This can also be done through a web master (if appointed).
- E. Treasurer:
 - a. Monitors the fiscal affairs of the chapter and provides reports to the membership and the board of directors.
 - b. Maintains tax exempt status through annual filling of the IRS 990 form and provide proof of filing to AORN Chapter Relations.
 - c. Provides a yearly financial report to AORN Chapter Relations to demonstrate appropriate use of funds.
- F. The duties of the officers are listed in the Policy Manual.

ARTICLE V
BOARD OF DIRECTORS

The board of directors consists of the five (5) officers, six (6) elected member and one (1) industry representative (non-voting) member It has power, authority, and responsibility to manage the affairs of the chapter, except to modify action of the members.

Section 1: Meetings

- A. The board of directors shall meet at a time and place determined by mutual agreement of the board of directors. Optional conference calls or webinars may also constitute as a meeting.
- B. Special meetings of the board of directors may be called by the president or upon request of one more than half of the members of the board of directors.
- C. Four (4) members of the board, three (3) of whom are officers, constitutes a quorum.
- D. The board of directors may participate in meetings by any means of communication where all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

ARTICLE VI
NOMINATING COMMITTEE

Section 1: Committee Composition

- A. The Nominating Committee consists of at least three (3) members. Three (3) Nominating Committee members are elected in the even numbered years and Three (3) in the odd numbered years, each serving for a term of 1 year.
- B. The immediate past president will automatically become a nonvoting member of the committee for a term of one (1) year following the term of office as president.
- C. Members of the committee **may not** be listed as candidates for election on a slate that they have prepared.

Amended December 2020

Section 2: Responsibilities

- D. Solicits and receives nominations for potential candidates for all elected positions.
- E. Verifies potential candidates for voting AORN membership status.
- F. Prepares and presents a slate of candidates to serve for all elected positions.
- G. Establishes effective processes for the development of members to serve in leadership roles at all levels of the chapter.
- H. Selects a chair from the committee members.

ARTICLE VII **ELIGIBILITY - ELECTIONS - TERMS VACANCIES - REMOVAL**

Section 1: Eligibility

- A. To be eligible for elective office as a member of the board of directors or member of the Nominating Committee, a nominee must be a voting member of AORN (as stated in Article III of these bylaws) that addresses(ed) the needs of patients preoperatively, intraoperatively, and postoperatively.
- B. To be eligible for elective office as a member of the board of directors or a member of the Nominating Committee, a nominee must have been a member of the Association and chapter continuously for 1 year(s) immediately prior to being nominated and may not be an employee of AORN Headquarters.
- C. To be eligible for the office of president-elect and vice president, a nominee must have served at least 1 year(s) as a member of the board of directors.
- D. Members of the Nominating Committee **may not** be listed as candidates for election on a slate that they have prepared.

Section 2: Elections

- A. The officers, board of directors, and the nominating and leadership development committee shall be elected by ballot of the voting members in good standing, as defined in Article III, and plurality elects. In case of a tie, choice is by lot.
- B. A minimum of three (3) chapter officers must be elected: president, vice president or president-elect, and secretary and treasurer. The secretary and treasurer positions can be combined and will be listed as secretary/treasurer. Additional elected or appointed officers are specified by the chapter in these bylaws.
- C. 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 or a vacancy occurs.
- D. Nominations for all elected positions may be made no later than thirty (30) days prior to the commencement of voting, provided eligibility has been verified and written consent to serve, if elected, was obtained from the nominee, and is submitted to the Nominating Committee.
- E. 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, serves in that capacity for one (1) year, and then as president for a term of one (1) year.
- B. The treasurer, and three (3) 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.
- C. The vice president, secretary, and three (3) 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.
- D. The term of office begins at the adjournment of the meeting at which they have been installed.
- E. No officer or member of the board of directors shall serve more than two (2) consecutive terms in the same office.

Section 4 : Vacancies

- A. President: The vice president immediately assumes office.
- B. President-Elect and Vice President: A vacancy in the office of president-elect or vice president 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.

Section 5: Removal

Any elected official, regardless of the manner of election or appointment, may be removed by the board and/or membership upon a two-thirds (2/3) affirmative vote, whenever the best interests of the chapter would be served, thereby, provided the official (upon request) was offered an opportunity to have an unprejudiced hearing at which time the official was permitted to defend against the termination.

ARTICLE VIII **PARLIAMENTARY AUTHORITY - MEETINGS**

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

Section 1: Chapter Meetings

- A. Conduct a minimum of three educational meetings annually with contact hours. This includes, but is not limited to face-to-face meetings, webinars, and/or conference calls.
- B. The number of meetings per year, the months in which they are held, and the time and place is determined by mutual agreement of the board of directors and the membership.
- C. Notices of the monthly meetings will be sent to the membership.
- D. Three (3) % or (membership present) of the membership, including Five (5) members of the board of directors, three (3) of who are officers, constitutes a quorum for a business meeting.

Section 2: Special Meetings

- A. Special meetings may be called by the president, by request of the majority, of the board of directors, or by request of a quorum of the membership.
- B. The membership shall be notified at least five (5) 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.
- D. Three (3) % or (membership present) of the membership, including five (5) members of the board of directors, three (3) of whom are officers, constitutes a quorum.

ARTICLE IX **ORGANIZATIONAL UNITS**

Section 1: Committees and Task Forces

- A. In order to facilitate the Association's and chapter's mission and strategic plan, as well as the needs of the profession, the board of directors shall at least annually create such committees and ad hoc task forces as it deems fit. The president or president-elect may appoint the members of such committees and ad hoc task forces. Each committee or task force shall consist of a chair and at least two (2) additional members. Each committee or task force shall have only such powers as are specifically delegated to it by the board of directors. A majority of the members of the committee or task force shall constitute a quorum.
- B. Standing committees of the chapter may include (but are not limited to) budget and finance, bylaws and policies, program, and education, legislative, nominating and membership, newsletter, website and newsletter, ways and means, and scholarship and awards.
- C. The purpose and duties of these committees should be listed in the chapter policy manual.

Section 2: Special Committees

- A. Special committees may be appointed by the president or president-elect and cease to exist when the purpose for which they were created is completed.

ARTICLE X **AMENDMENTS**

- A. Proposal: Amendments to these bylaws may be proposed by any member of the chapter.
- B. Submission: Changes to the bylaws must be submitted to the president or chair of the bylaws committee.
- C. Notice: The proposed amendments must be received in written format by all members at least thirty (30) days prior to the voting meeting.
- D. Adoption: The adoption of an amendment to the bylaws requires a two-thirds (2/3) vote of the voting members present.

ARTICLE XI
DELEGATES – REPRESENTATION -FUNDING

Section 1: Eligibility

- A. Delegates and alternate delegates to the annual AORN Global Surgical Conference & Expo must be a member in good standing, have a current membership status in **AORN of San Antonio #4409**, and maintain active participation in the majority of chapter sponsored events (to include the attendance of in-person or online chapter meetings).

Section 2: Representation

- A. The delegate count shall be allocated annually to chapters based upon the ration of total chapter membership to total Association membership as of November 30th, with each chapter having a minimum of one (1) delegate and one (1) alternate delegate.
- B. Delegates will be chosen by a point system designated by the delegate point sheet.
- C. Selection of delegates will be determined by a point system. Points are based on the number of points earned in each category designated by the delegate point sheet and earned by an individual member from January 1st to December 31st. Those members with the highest point tally will be offered a role as a delegate.
- D. Those wishing to represent the association as a delegate should make their intentions known and submit a completed delegate point sheet by December 31st.
- E. Delegate selection will be made by January and announced to the membership. If the allocated delegate count exceeds the number of point sheet received, the Board of Directors can nominate delegates. Delegates must receive majority vote from the Board of Directors prior to receiving the designation as a delegate and representing the association at the AORN Global Surgical Conference & Expo.

Section 3 : AORN Global Surgical Conference & Expo Funding

- A. Funding for the annual AORN Global Surgical Conference & Expo is not guaranteed and will be determined each year by the Board of Directors, contingent upon the number of delegates designated by AORN and the financial wellbeing of the Association.
- B. If funding is available, the Association will cover the registration fee for those selected as delegates and who have earned a minimum of 10 points through various AORN Chapter #4409 sponsored and/or approved chapter activities/meetings, recorded on their delegate point sheet.
- C. Financial support in the form of a paid registration will not be provided to any delegate whose employer or organization cover the costs of attending the AORN Global Surgical Conference & Expo. All delegates regardless of support will be registered at one time and as a group.
- D. Financial assistance in the form of a stipend to cover reimbursement for expenses will be determined each year by the Board of Directors and is not guaranteed. Consideration for financial assistance will be determined based on the location of the AORN Global Surgical Conference & Expo, the costs incurred for attending and financial well being of the Association. Financial assistance is only available to those members who are not sponsored or provided financial support by their employer or organization.
- E. Financial reimbursements for expenses are limited only to travel, parking, hotel, transportation to/from convention location (i.e., shuttle, taxi, Uber, or Lyft and food). Reimbursement will not exceed the

authorized amount of stipend pre-determined by the Board of Directors. Receipts will be required prior to any financial reimbursement. **Note: alcohol is not considered a reimbursable expense.**

F. Once the Board of Directors has selected its delegate representatives and are registered the AORN Global Surgical Conference & Expo, no funding in the form of registration, stipend and/or financial reimbursement for expenses will be provided without a written request and majority vote by the Board of Directors.

G. Stipends will only be awarded to those delegates who have earned sufficient points through active and meaningful participation in chapter activities. **Non-chapter approved activities will not be considered for points and will not count towards delegation.** Chapter sponsored activities are based on the current chapter delegate point sheet (which can be found on the chapter website). **Stipends will be awarded as follows:**

- a. 0% of total stipend per individual for all activities equal to 0 – 14 points.
- b. 25% of total stipend per individual for all activities equal to 15 – 19 points.
- c. 50% of total stipend per individual for all activities equal to 20 – 24 points.
- d. 75% of total stipend per individual for all activities equal to 25 – 34 points.
- e. 100% of total stipend per individual for all activities equal to or greater than 35 points.

ARTICLE XII
DISSOLUTION

If the chapter should dissolve, all funds in the treasury will be given to the AORN of San Antonio #4409 Endowed Scholarship managed by the AORN Foundation.

Dec 14, 2020
Approved/Revised Date

Vanessa Lewis / Vanessa Lewis - President
Officer Name, Signature, and Title

Dec 14, 2020
Approved/Revised Date

Aileen Blomero / Aileen - Board Member
Officer Name, Signature, and Title

Approved/Revised Date

Officer Name, Signature, and Title

Approved/Revised Date

Officer Name, Signature, and Title

Approved/Revised Date

Officer Name, Signature, and Title

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