



AORN Silicon Valley Chapter Bylaws

ARTICLE I

The name of this professional organization is AORN Silicon Valley 0513 chapter of AORN, Inc, (Association of periOperative Registered Nurses), hereinafter referred to as the “Association.”

Part One

Articles II, III, and XIII are mandatory and must be included in the chapter bylaws exactly as written.

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 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 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.

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.
 - 1. May vote in the House of Delegates.
 - 2. May hold elective office.
 - 3. 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.



ARTICLE XIII PARLIAMENTARY AUTHORITY

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

Chapter Bylaws Guidelines

Part Two

ARTICLE IV OFFICERS

The officers of this chapter are President, 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 and serves ex officio on all committees, special committees, and subcommittees of the board and the chapter, except the Nominating and Leadership Development Committee.
 - c. Facilitates continuity in transition of the office of the President.
 - d. Assigns a chapter liaison to work with California state council (if applicable).
 - e. Review monthly bank statements
- B. 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 to fulfill the role.
 - c. Responsible for education requirements to maintain BRN license for continuing education from the state of California.
 - d. Maintains and ensures all CE courses meet the BRN requirements.
- C. 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 tem.
 - 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 (PeriOp Corner or independent web site). This can also be done through a web master (if appointed).
- D. 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 filing of the IRS 990 form and provides proof of filing to AORN Chapter Relations.
 - c. Provides a yearly financial report to AORN Chapter Relations to demonstrate appropriate use of funds.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors consists of the officers and 4 elected members. 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 the President and with 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 4 members of the Board of Directors.
- C. 5 members of the Board 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 AND LEADERSHIP DEVELOPMENT COMMITTEE**

Section 1: Committee Composition

- A. The Nominating and Leadership Development Committee consists of at least 3 members each serving for a term of 2 years.
- B. Members of the Nominating Committee may be placed on the ballot only as candidates for the office of the Board of Directors, if there are no other eligible candidates.

Section 2: Responsibilities

- A. Solicits and receives nominations for potential candidates for all elected positions.
- B. Verifies potential candidates for voting AORN membership status.
- C. Prepares and presents a slate of candidates to serve for all elected positions.
- D. Establishes effective processes for the development of members to serve in leadership roles at all levels of the chapter.
- E. Selects a chair from the committee members.
- F. The voting period for the Board of Directors and Nominating Committee will not exceed more than two weeks after voting opens.

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 and Leadership Development 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 and Leadership Development Committee, a nominee must have been a member of the Association and chapter continuously for 1 year immediately prior to being nominated and attended 50% of the general meetings. They may not be an employee of AORN Headquarters.
- C. To be eligible for the office of President and Vice President, a nominee must have served at least 1 year as a member of the Board of Directors.
- D. Members of the Nominating Committee may be placed on the ballot only as candidates for the office of the Board of Directors, if there are no other eligible candidates.

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 chapter officers must be elected: President, Vice President, Secretary, and 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 30 days prior to the commencement of voting, provided that eligibility has been verified and written consent to serve, if elected, was obtained from the nominee and is submitted to the Nominating and Leadership Development Committee.
- E. Elections shall be held once a year, no less than every two (2) years.

Section 3: Terms of Office

- A. The President is elected annually for a one year term and shall serve until their successors have assumed office.
- B. The Vice President, Secretary, and 2 members of the Board of Directors shall be elected in the even numbered years for a term of 2 years and shall serve until their successors have assumed office.
- C. The Treasurer, and 2 members of the Board of Directors shall be elected in the odd numbered years for a term of 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 4 consecutive years in the same office.

Section 4: Vacancies

- A. President: The Vice President immediately assumes office.
- B. Vice President: A vacancy in the office of Vice President is filled by a vote of the Board of Directors from a slate submitted by the Nominating and Leadership Development Committee. Eligibility requires the nominee to have served at least 1 year as a member of the Board of Directors.
- C. The Board of Directors fills all other vacancies.
- D. The President may appoint an active member of the chapter who meets the above stated eligibility requirements for the Nominating Committee should a vacancy exist.
- E. 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

- A. 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 official is deemed not upholding the responsibilities of their position.
- B. The official of concern will be offered an opportunity to have an unprejudiced hearing to defend against the termination or submit a resignation.
- C. Chapter membership will be notified electronically of the removal if said official is removed by the Board of Directors.

ARTICLE VIII MEETINGS

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. 3% of the membership, including 4 members of the Board of Directors, 2 of whom 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 15 days before the called special meeting.
- C. The notice shall state the purpose, time, and place of the meeting.
- D. 3% of the membership, including 4 members of the Board of Directors, 2 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 review the need to develop such committees and ad hoc task forces as it deems fit. The President 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 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. Ad hoc committees and task forces will dissolve as soon as the tasks to which they were created are completed.
- B. Standing committees of the chapter may include (but are not limited to) Budget and Finance, Bylaws and Policies, Education, Legislative, Membership, Newsletter, Communications, Web, OR Nurse Day, Research, and Scholarship.
- C. The purpose and duties of these committees should be listed in the Chapter Policy Manual.

ARTICLE X **AMENDMENTS**

- A. Proposal: Any member of the chapter may propose Amendments to these bylaws.
- B. Submission: Changes to the bylaws must be submitted to the President or Chair of the Bylaws committee.
- C. Notice: All members must receive the proposed amendments in written format 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 **DISSOLUTION**

If the chapter should dissolve, all funds in the treasury will be given to the AORN Foundation.

7/29/2025

Stephanie Battiste, Chapter President

7/29/2025

Charlie Lin, Bylaws Committee

Date of Signature (Electronic)

Officer Name and Title submitting Bylaws to National



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