

ASSOCIATION
OF
PERIOPERATIVE
REGISTERD NURSES
COLUMBIA RIVER REGION
BYLAWS

Revised: 12/2010, 10/2011, 10/2015, 12/2017, 4/2/2026

Approved: 1/19/2011, 10/19/2011,

CHAPTER 3801

ARTICLE I

The name of this professional organization is AORN, Inc., (Association of periOperative Registered Nurses) of COLUMBIA RIVER REGION, (chapter 3801), herein after referred to as the “Chapter”.

ARTICLE II

PURPOSES:

The purposes of this Chapter are:

- A. To unite registered professional perioperative 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 lawfully cooperate 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 adopt policies and conduct programs for the improvement of professional perioperative practice, provided 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.
- G. To hold local chapter meetings, which foster the purposes of the Chapter.

ARTICLE III

MEMBERSHIP AND DUES

SECTION 1: Membership in the Association and Chapter is contingent on compliance with requirements as specified in the 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.
 - 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 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 Board of Directors, after demonstrating eligibility for membership.

SECTION 5: Dues

- A. Annual Chapter membership dues are determined by the Board, subject to ratification by the membership.
- B. Annual National AORN dues are determined by the National Board of Directors, subject to ratification by the House of Delegates.
- C. Chapter and National Association membership dues shall be paid in accordance with established policy.
- D. Delinquency: Any members 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.
- E. Lifetime, retired and student members are exempt from chapter dues

ARTICLE IV

OFFICERS

Officers of the Chapter are President, President-Elect, Vice President, Secretary and Treasurer.
*Membership must not be allowed to lapse during their time in office.

- A. President:
 - 1. Serves as official representative of the Chapter and Association and presides at all chapter and Board of Directors meetings.
 - 2. Facilitates continuity in transition of the office of President.
- B. President-Elect:
 - 1. Observes, assists and consults with the President in preparation for assuming the duties and responsibilities of that office.
 - 2. Facilitates continuity in transition to the office of President.
- C. Vice President:
 - 1. Observes, assists and consults with the President.
 - 2. Performs the duties of the President in the absence or inability of the President to fulfill the role.
- D. Secretary:
 - 1. Assures accurate records are maintained of all proceedings of Chapter and Board of Directors meetings.
 - 2. Send meeting update emails to all Chapter Members.
- E. Treasurer:
 - 1. Monitors the fiscal affairs of the Chapter and provides reports and interpretation of fiscal status to the membership and Board of Directors.
 - 2. Maintains all financial records and reports required by state and federal governments, including the annual filing of the IRS 990-series form.
 - 3. Facilitates the transition of all bank and accounting records to President and incoming treasurer.

- F. Past President:
1. Serves as an advisor to the Board and Nominating committee.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors (Board) consists of the officers and five (5) elected members. It has power, authority and responsibility to manage the affairs of the Chapter, except modifying actions of the membership and set policy guidelines.

Section 1: Meetings

- A. Meets at least three times (3) per year, including the transition board meeting.
- B. Special meetings of the Board may be called by the president or upon request of three (3) members of the board of directors.
- C. Three (3) members of the Board, two (2) of whom are officers, constitute a quorum.
- D. Directors may participate in meetings of the Board or committees by any means of communication, including electronic, by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting.

ARTICLE VI

NOMINATING COMMITTEE - NOMINATIONS - ELIGIBILITY - ELECTIONS - TERMS

OF OFFICE - VACANCIES - REMOVAL

SECTION 1: Nominating Committee

- A. 1. The Nominating Committee consists of three (3) members, one (1) elected in even numbered years and two (2) in odd numbered years, each serving a two (2) year term. Past-president serves as an advisor

2. Selects a chair from the committee members.

SECTION 2: Responsibilities

- A. Solicits and receives nominations for potential candidates for elected office and as delegates to National AORN Congress (based on the delegate allocation)
- B. 1. Prepare a slate of candidates and presents to the Board for approval.

2. Nominations for elected officers may be submitted no less than thirty (30) days prior to the election and/or from the floor at the time the slate is presented, provided eligibility has been verified and written consent to serve, if elected, was obtained from the nominee, and is submitted at the time of nomination.

- A. The approved slate of candidates is presented to the membership at the Chapter meeting prior to the election meeting or in writing 30 days prior to the election meeting.

SECTION 3: Eligibility

- A. To be eligible for elective position as an officer, member of the Board of Directors or member of the Nominating Committee, a nominee must be or have been an active member of the Association for six (6) months prior to nomination or have previously provided periOperative care that addresses the needs of the pre, intra or post-operative patient.

SECTION 4: Elections

- A. The Officers, Board of Directors and Nominating Committee shall be elected by ballot (paper or electronic) by the election meeting, 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 conclusion of the year's Transition Board Meeting.

SECTION 5: Terms of Office

- A. The President serves a term of one (1) year, automatically assuming office at the conclusion of their term as president-elect. Then serves as an advisor to the Nominating committee for 1 year.
- B. The President-Elect is elected every year, serves in that capacity for one (1) year and then automatically becomes President for another term of one (1) year.
- C. The Vice President, Secretary and three (3) Board members are elected in even numbered years for a term of two (2) years.
- C. The Treasurer and two (2) Board members are elected in odd numbered years for a term of two (2) years.
- D. The term of office begins and ends at the conclusion of the annual Transition Board meeting.

SECTION 6: Vacancies

- A. President: The President-Elect or 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 from a slate submitted by the Nominating Committee.
- C. The Board fills all other vacancies.
- D. Any member filling a vacancy for an unexpired term of one (1) year or more is considered to have served one (1) full term of office.

SECTION 7: Removal

1. Any elected official, regardless of the manner of election or appointment, may be removed by the membership upon two-thirds (2/3) affirmative vote; whenever, in their judgment, the best interest of the Chapter would be served thereby.

2. Removal may occur, provided the elected official, upon request, is offered an opportunity to have an unprejudiced hearing at which the elected official is permitted to defend against the determination.

ARTICLE VII

MEETINGS-QUORUM

SECTION 1: Chapter Association Meetings

1. The number of meetings per year, the months in which they are held, and the time and location are determined by mutual agreement of the Board of Directors.
2. Notices of Chapter meetings shall be communicated to the membership via approved vehicles of communication including electronic means.
3. A quorum for all Chapter business meetings consists of those members with voting rights, as defined in Article III, who are present at the meeting.
4. Motions presented to the membership for approval shall pass when a majority of the members with voting rights present at the meeting vote to approve.

SECTION 2: Special Meetings

- A. Special meetings may be called by the President, upon request of a majority of Board members, or by request of the membership.
- B. The membership shall be notified at least five days prior to a special meeting.
- C. Notifications shall state the purpose, time and location of the meeting, and no business other than that stated may be transacted.
- D. A quorum consists of those members, with voting rights, present at the meeting including three (3) members of the Board, one of whom is an officer.
- E. Special meetings may be held electronically.

ARTICLE VIII

COMMITTEES

SECTION 1: Standing Committees

Standing committees are appointed annually by the President with agreement of the Board. Each committee consists of a chair and additional members as needed.

- A. Chapter standing committees may include: Budget/Finance, Education Program, Educational Workshop, Fundraising, Legislative, Membership, Newsletter/Website, and Policy/Bylaws.
- B. The purpose, duties and responsibilities of standing committees are identified in Chapter Policy.

SECTION 2: Special Committees

- A. Special committees may be appointed by the President and cease to exist once the purpose for which the committee was created has been completed.

ARTICLE IX

DELEGATES

SECTION 1: Eligibility

- A. Chapter delegates and alternate delegates to National Congress must have Chapter membership status including retired, and meet requirements identified on the willingness to serve form.

SECTION 2: Representation

- A. Delegate representation is allocated annually to Chapters, by National AORN, based on a formula approved by the National House of Delegates, with each Chapter having at least one (1) delegate.
- B. One (1) delegate position shall be filled by the current President-Elect, who serves as delegate chairperson, with two (2) positions filled by the current President and Vice President, remaining delegates are elected from the membership.
- C. Any member “in good standing”, attending Annual Congress, may request delegate status.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association is July 1 through June 30.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised is the parliamentary authority of the Chapter in all cases not covered in these bylaws.

ARTICLE XII

AMENDMENTS

- A. Amendments to these bylaws may be approved at any regular Chapter meeting by a two-thirds (2/3) vote of members present, provided:
 - 1. Proposed amendments have been presented to the membership at a previous meeting, or at least thirty (30) days prior to the vote.

- B. In emergency situations, identified by the President, exceptions to these bylaws may be approved at a regular Chapter meeting, by a two-thirds (2/3) vote of members present, provided:
 - 1. The proposed exception has been previously approved by a two-thirds (2/3) vote of the Board.

AMENDMENTS

- A. Proposal: Amendments to these bylaws may be proposed by any member of the Chapter.
- B. Submission: Proposed amendments must be presented to the membership at least 30 days prior to a Chapter meeting. Publication shall be the responsibility of the Chapter secretary or designee.
- C. Adoption: The adoption of an amendment to these bylaws requires a 2/3 vote of the members present at the Chapter meeting.

ARTICLE XIII

DISSOLUTION

- A. Upon the winding up and dissolution of this Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the remaining assets shall be distributed to a nonprofit fund, foundation, such as the AORN Foundation, or corporation, organized and operated exclusively for educational purposes and which has established its exempt status under 501(c) (3) of the Internal Revenue Code.

- B. This Chapter is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

- C. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried out (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible

under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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Columbia River Region Chapter: 3801