

NYONEL BYLAWS

New York Organization of Nurse Executives and Leaders

Article I – NAME

The name of the corporation shall be NEW YORK ORGANIZATION OF NURSE EXECUTIVES & LEADERS, INC., chartered as a “not-for-profit” corporation on December 30, 1997, in the state of New York, hereinafter referred to as The Corporation; NYONEL, INC; or NYONEL.

Article II – PURPOSE

The purpose of NYONEL stated in its entirety in the certificate of incorporation, shall be to further the goal of advancing nurse executives as leaders of the clinical discipline of nursing in health care organization; to make and execute contracts and other instruments necessary or convenient in the exercise of its powers; and to amend or repeal bylaws; rules, and regulations not inconsistent with the provisions of the certificate of incorporation. The corporation may enter into affiliations consistent with the purpose of the corporation. The fiscal year shall be the calendar year.

Article III – MEMBERSHIP

A. Classes of Membership

1. Full Members

Full members of the NYONEL shall consist of registered nurse (RN) leaders and those aspiring to serve as nurse leaders. This includes those RNs who hold an organizational role of administration/management, who are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered; faculty, deans and directors in graduate and undergraduate nursing programs; the executive director of NYONEL; staff nurses who aspire to become nurse leaders (endorsement required)*; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; nurse researchers, and editors of professional nursing journals.

* Staff nurse membership application must include endorsement by a NYONEL full member holding a leadership position.

Full members with the exception of the Executive Director shall have the right to hold any state elected position; vote on state organizational issues; elect a slate of candidates for service on the Board of Directors; elect regional officers and shall have the right to elect officers of the NYONEL, except for any officers appointed by the Board of Directors as set forth in the bylaws. Full members with the exception of the Executive Director shall have

the right to vote on amendments to the NYONEL Bylaws and Regulations and on any increase in the dues proposed by the Board of Directors.

2. Student Members:

Student members are US Nursing students in Associate Degree, Diploma, Baccalaureate, generic Masters and generic Doctoral programs.

Student members may attend NYONEL business and educational meetings but are not permitted to vote in the meetings of, hold office in, or vote for officers of NYONEL. Dues for Student Members will be at a reduced rate.

3. Retired Members

A retired member shall be any full NYONEL member who is retired from the professional practice of nursing and has maintained NYONEL membership for a period of five (5) consecutive years prior to this application and who would not otherwise be eligible for continuing membership in NYONEL. A retired member shall be entitled to all rights and privileges of a full member of NYONEL.

Dues for Retired Members will be at a reduced rate.

4. Honorary Members

Honorary membership is conferred on retired NYONEL members upon recommendation and action by the NYONEL Board of Directors. Once conferred, honorary members are entitled to all rights and privileges of full members for life. NYONEL dues are waived for all honorary members.

5. International Members

International membership shall be available to professional nurses who have registered nurse (RN) licensure in a country other than the United States and who reside permanently outside the United States. International members may attend NYONEL business and educational meetings, are permitted to vote in the meetings of, or vote for directors or officers of the NYONEL except as otherwise set forth in these bylaws. International members shall not hold office at the state level.

The following guidelines shall pertain to international members:

- a. Language: English has been established as the language of the profession, by the profession by the International Council of Nurses (ICN). Therefore, all communication between international members located outside of the United States shall be conducted in English.

- b. The membership fee structure for international members shall be set according to the World Bank classifications based on per capita income designated as low, middle and high.
- c. All membership and other fees paid to NYONEL will be calculated and paid in United States currency.

International Members will pay full membership dues.

- 6. Affiliate Members (sponsorship required)*:
Affiliate members are individuals who are not nurses. An affiliate member may be a non-nurse professional or any healthcare consumer member of the corporate or political community who is interested in working towards advancement of NYONEL strategic plan and goals. An affiliate member may attend business and educational meetings but may not vote or hold office.

* A full member must sponsor an affiliate member and the Board of Directors must approve the initial membership application.

Affiliate Members will pay full membership dues.

B. Termination of Membership

The following are reasons for termination of membership:

- 1. Nonpayment of dues past membership expiration date;
- 2. Board Suspension of member: By written request of two members to the Board of Directors, the Board of Directors may suspend a member by a two-third (2/3) vote for just cause with due process. A suspended or expelled member may appeal and be reinstated by majority vote of the Board of Directors.

Article IV – REGIONS

- A. NYONEL Regions shall be the six geographic areas and shall be named Western, Finger Lakes, Central, Normet, Northeastern, and Greater New York/Nassau/Suffolk.
- B. Regions shall consist of a minimum of four (4) NYONEL members. Officers shall be at least a president, secretary, and treasurer who shall be NYONEL full members. The regional fiscal year, duties and bylaws shall be in accordance with NYONEL. Funds and/or dues collected by NYONEL on behalf of the regions shall be payable to regions at the end of each quarter.
- C. The region president and a region representative who is a NYONEL full member shall serve on the NYONEL Board of Directors for a term of one year. In the case of the region president serving as an elected officer on the NYONEL Board of Directors, the

region shall select an alternate representative. In addition to the region president and the region representative, each region may elect one additional NYONEL representative if the region's NYONEL membership is 50 – 100 full members at the time of the annual meeting. If the region's NYONEL membership exceeds 100 full members, one (1) additional NYONEL representative may be elected for each additional 50 NYONEL full members.

- D. The region president shall submit an annual report to the NYONEL Executive Director 30 days prior to the annual meeting. The report shall include at least, a listing of the current officers, the current membership reported as NYONEL full members and NYONEL associate members, the number of meetings held, and the actions taken. A current copy of region bylaws shall be filed with the NYONEL Executive Director.
- E. NYONEL bylaws shall govern regions. Regions may have their own bylaws as long as there is no material difference/conflict with NYONEL bylaws. In the case of conflict, NYONEL bylaws shall rule rendering the (name of region) subordinate bylaws null and void.

Article V – MEETINGS

- A. Meetings of the NYONEL full membership shall be called upon 30 days notice, in writing to the members. The site and the number of meetings are determined by the Board of Directors. The annual meeting shall be held each year for annual reports of officers, committees, regions, amendment of dues and/or bylaws and any other business to come before the assembly.
- B. Special meetings of the NYONEL may be called upon written request of 20 full members with 15 days notice in writing to the full membership. The purpose for which a special meeting is called shall be stated in the notice and no other business shall be transacted.
- C. Quorum and Action

NYONEL defines a quorum as five percent (5%) of the total number of full members for the transaction of business. A vote of a majority of full members present or voting at meetings at which a quorum is present constitutes the act of full members unless the bylaws require a greater number.

Article VI – OFFICERS

- A. The president shall preside at all NYONEL Board of Directors and membership meetings, shall be the chief executive officer, shall make annual reports, make the board report at the annual meeting, shall supervise paid employees of NYONEL, and shall appoint committee chairpersons unless otherwise provided in the bylaws. The president shall be an ex-officio member of all committees except the nominating committee. The

president shall represent and be spokesperson for NYONEL and perform duties as directed by the Board of Directors and other duties customarily pertaining to the office.

- B. The president-elect shall assist in coordinating and planning functions of NYONEL. The President-elect is the designated Compliance Officer and shall serve in the office of the president at the conclusion of the term of president. In the absence of the president, the president-elect performs all duties and responsibilities of the president. The president-elect shall perform other duties as directed by the Board of Directors.
- C. The secretary shall record and maintain the records and minutes of the meetings of the Board of Directors, the Executive Committee, and membership. The secretary works with the Executive Director to maintain and update the NYONEL website and send communications to membership. The secretary chairs/co-chairs the Communication Committee, trains and oversees the regional secretaries, and regional information posted on the website. The secretary shall preside at meetings in the absence of the president and the president-elect, and shall perform other duties as directed by the Board of Directors.
- D. The treasurer shall be the custodian of NYONEL funds, shall assure collection and disbursement of funds and dues, make financial reports to be audited, prepare the annual budget, chair the Finance Committee, and perform duties customarily pertaining to the office. The treasurer shall perform other duties as directed by the Board of Directors.
- E. The treasurer-elect will serve for two years learning the treasurer role. The treasurer-elect shall serve in the office of the treasurer at the conclusion of the term of the treasurer, performing duties described in D, above.
- F. The immediate past president shall serve on the Board of Directors and Executive Committee, and shall perform other duties as directed by the president.
- G. The region presidents and region representatives shall serve as directors on the NYONEL Board of Directors, shall serve on committees as board liaison, and shall perform duties as directed by the president and the Board of Directors. Region presidents and representatives shall be elected in the respective regions and shall perform other duties as directed by the Board of Directors.

Article VII – BOARD OF DIRECTORS

- A. The Board of Directors shall be comprised of president, president-elect, secretary, treasurer, immediate past-president, region presidents, and representatives as described in Article IV, Section C.
- B. Duties of the Board of Directors shall be to establish NYONEL structure; to recommend NYONEL rules, dues, procedures and policies; to assess the environment of health care; to develop strategic goals consistent with the purpose of NYONEL; and to have general management, supervision, and control of NYONEL between meetings. The board shall

approve the budget, appoint an independent auditor, provide NYONEL leadership and assure committee liaison.

- C. Meetings of the Board of Directors shall be held at least twice a year in person or by teleconference with 30 day notice.

Meetings of the board shall be open to members except when in executive session. Special meetings may be called upon the written request of three (3) members and five (5) days notice and no other business shall be transacted.

- F. The quorum shall be a majority of the members and must include one member of the Executive Committee.
- G. More than two (2) excused absences within a calendar year shall constitute a vacancy of the board. If more than two (2) excused absences occur, the board president will address with the regional president, for replacement of the board member. A vacancy may be declared on the Board of Directors by resignation or malfeasance of office. In the event of an emergency, i.e. sudden reason for not attending as planned and unable to make anyone aware at the moment, notification to ED or Board President can be made as soon as reasonably possible following the meeting.
- F. The Executive Committee shall consist of the president, president-elect, secretary, treasurer, immediate past-president and ex-officio members: the executive director, treasurer-elect and public policy committee chairs. The Executive Committee shall function on behalf of the Board of Directors between board meetings and shall report to the Board of Directors.

Article VIII – NOMINATIONS AND ELECTIONS

- A. A president-elect, secretary, and treasurer shall be elected by a plurality vote in a secret mailed ballot or ballot by email.
- B. The Nominating Committee shall be chaired by the past-president. The committee will be appointed by the chair with attempts for regional representatives. The committee shall seek qualified candidates for upcoming vacancies in officer positions.

Ballots shall be sent to Full Members not less than sixty (60) days prior to the Annual Meeting. Ballots received no later than the deadline of thirty (30) days prior to the annual meeting shall be tabulated by a tellers committee appointed by the President. In the event of a tie, an e-mail vote will be taken prior to the annual meeting.

- C. Officers shall be full members.
- D. Terms of office shall begin [to coincide with the NYONEL annual meeting] at the close of the annual meeting after the election. Terms shall be two (2) years, or until their successors are elected.

- E. The president-elect shall serve two (2) years as president-elect followed by two (2) years as president, and two (2) years as immediate past-president, and shall not be eligible for a consecutive term.
- F. The secretary and treasurer shall serve for a term of two (2) years up to two (2) consecutive terms in the office. The secretary and treasurer shall be elected in alternate years.
- G. Vacancies in officer positions shall be filled by appointment by the Board of Directors for the unexpired term, except vacancy in the office of the president shall be filled by the president-elect, who will continue as president for the succeeding term. Vacancy in the office of president-elect shall be filled by special election.

Article IX – COMMITTEES AND ALLIANCES

A. Chairpersons:

The president shall appoint committee chairpersons in an equitable rotation of regions. Each committee chair will serve as an ex-officio member of the Board. Committee chairpersons shall submit an annual report and other reports as requested by the president

- B. Membership: It is the goal that standing committees shall consist of a minimum of one member from each region. The Executive Director shall be ex-officio member of all committees except the Nominating Committee.

C. Standing Committees:

1. Best Practice Committee shall showcase best practice in New York State and provide focused regional discussion of the Best Practices Awards Program. It seeks to identify and promulgate best practices through educational presentations and presentation of posters at the annual meeting.
2. Bylaws Committee shall review the bylaws, process and/or propose amendments and rules and regulations.
3. Communications Committee shall identify and implement a methodology for fostering clear and effective communication of nursing's presence and expertise in healthcare to professional colleagues and the general public through the most appropriate media.
4. Education Committee shall review current needs, resources and programs appropriate to professional nursing and nursing leadership. The Committee shall collaborate with other organizations on development and presentation of information to all members.
5. Finance Committee shall monitor and evaluate finances to meet NYONEL goals and purposes, provide the Board of Directors with recommendations, participate in preparation of the

annual budget, recommend the fiscal and dues structure to the Board of Directors to be adopted by the members at an annual membership meeting, and review records of the treasurer and serve as internal auditor.

6. Membership and Marketing Committee shall approve membership applications, develop strategies to recruit and retain NYONEL membership, and recommend activities to expand member benefits.

7. Nominating Committee: Refer to Article VIII, B.

8. Program Committee plans and executes each year's annual meeting and strives for regional representation. The Program Committee Chair will be appointed by the President

9. Public Policy Committee shall develop and recommend a health care policy agenda and advocacy activities at the state level to the Board of Directors; implement the public policy agenda approved by the Board; and monitor and respond to other legislative or regulatory proposals when appropriate.

1. The Committee shall have a minimum of 10 members in addition to the Board appointed chair(s).
2. The Committee shall provide broad representation of members from across the state with at least one member from each of the six regions.
3. Members will have a three-year term with eligibility for one additional three-year term as approved by the Board of Directors.
4. Committee terms will be staggered.
5. The Executive Director and the NYONEL contract lobbyist(s) shall be ex officio members of the committee.

10. Research Committee seeks to promote evidence-based leadership in academia, long term care, home care, acute care and other service organizations in New York State by evaluating current evidence related to leadership; providing leadership in all practice areas of New York State; and by conducting selected research studies.

D. New York Nursing Alliance

1. The New York Nursing Alliance, an alliance between NYONEL, ANA-New York, the Coalition to Advance Nursing Education (CANE), the Council for Baccalaureate Deans, the Council for Associate Degree Nursing and the Foundation of New York State Nurses shall address issues and concerns that support the academic-practice partnerships. It seeks to foster communication between the member organizations and to establish projects to facilitate transition into practice and to foster mutually accepted expectations and practices. It also serves to facilitate the ongoing formal education of nurses on both the undergraduate and graduate levels. Two NYONEL representatives shall serve on the NYNA Executive Steering Committee. NYONEL members are invited to serve on the task forces.

E. Special committees may be appointed for specific projects as deemed necessary by the

by the Board of Directors or by membership

- F. A vacancy in any committee shall be filled by appointment of the committee chair or regional president.
- G. The board shall approve committee membership annually.

Article X - INDEMNIFICATION

Officers, directors, and employees of NYONEL shall be indemnified for liability incurred in connection with the defense of any action in which they are made a party to by reason of serving in an elective or appointed capacity. No one shall be indemnified when adjudged liable for negligence or misconduct in the performance of duty.

Article XI – PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that NYONEL may adopt.

Article XII – AMENDMENTS

These bylaws may be amended:

- A. by a two thirds (2/3) vote at an annual meeting of the membership provided the amendment has been mailed to the membership at least thirty (30) days prior to the annual meeting;
- B. by a two-thirds (2/3) vote of membership, conducted at a special meeting called for this purpose, provided the amendment has been mailed to the membership at least thirty (30) days prior;
- C. by a two-thirds (2/3) electronic vote of membership.

Amendments to the bylaws may be proposed by the Board of Directors, Committees, Regions, or by petition from at least ten (10) members of the corporation. Proposed amendments shall be submitted to the Bylaws Committee at least ninety (90) days prior to the annual meeting.

Article XIII – DISSOLUTION

In the event of the liquidation or termination of the corporation for any reason, dissolution shall be stated in its entirety in the certificate of incorporation. No member shall be entitled to any distribution of its remaining property or proceeds.