

AWHONN BYLAWS

ARTICLE I NAME AND LEGAL FORM

The name of the organization is the Association of Women’s Health, Obstetric and Neonatal Nurses (“AWHONN”). AWHONN is a corporation organized under the District of Columbia Nonprofit Corporation Act. AWHONN maintains a central Headquarters and has components designated as Sections and Chapters.

ARTICLE II PURPOSE AND FUNCTIONS

Section 1. Purpose

The central purpose of AWHONN is to promote excellence in nursing practice, education and research in the women’s health, obstetric and neonatal health care field, so as to improve the health and health care of women and newborns.

Section 2. Functions

To provide leadership in women’s health, obstetric and neonatal nursing activities that promote optimal health for women and newborns, AWHONN will, among other functions:

- A. Develop, evaluate, and provide resources to enhance women’s health, obstetric, and neonatal nursing practice;
- B. Provide continuing education and professional development opportunities in a variety of format;
- C. Support and conduct research endeavors that strengthen the scientific basis of nursing practice;
- D. Champion the interest of women, newborns, and the profession of nursing;
- E. Participate in health policy development;
- F. Maintain liaisons with other health care organizations and consumer groups;
- G. Serve as a clearinghouse for information and data;
- H. Stimulate interest in women’s health, obstetric, and neonatal nursing and its subspecialties; and
- I. Disseminate information about current practices and concerns in women’s health, obstetric, and neonatal nursing through a variety of formats including but not limited to spoken, written and electronic means.

ARTICLE III

MEMBERSHIP

Section 1. Voting Members

- A. Eligibility. All full member registered nurses are voting member of AWHONN.
- B. Rights. Voting members are entitled to vote for National Officers and Directors, to serve on all committees, to vote on amendments to the Bylaws, and to vote on other matters submitted to a vote of the members. With respect to the election of Section and Chapter officers, and other matters submitted to a vote at the Section or Chapter level, voting members are entitled to vote in the Section and/or Chapter of which they are a member. Voting members are eligible to hold elected office in AWHONN. Voting members are entitled to receive an annual report on AWHONN activities.

Section 2. Non-Voting Members

- A. Eligibility. Any individual who is not a full member registered nurse, but is currently involved in or has an interest in advancing women's health, obstetric and neonatal nursing, consistent with AWHONN's purposed, is eligible to become a non-voting member of AWHONN.
- B. Rights. Non-voting members do not have the right to vote National, Section or Chapter elections, to vote on amendments to these Bylaws, to vote on matters submitted to a vote of members at the National, Section or Chapter level, or to hold elected National, Section or Chapter office. Non-voting members may serve on AWHONN committees with the exception of the Finance Committee, the National Nominating Committee, and the Section Nominating Committees. Non-voting members who serve on AWHONN committees may vote on matters submitted to a vote of the committee members. Non-voting members may also hold such appointed local leadership positions as may be designated by the Board of Directors, but may not serve as Chapter Coordinators. Non-voting members are entitled to receive an annual report on AWHONN activities.

Section 3. Admission

The Board of Directors shall establish the criteria for admission to each category of membership.

Section 4. Dues

The amount of dues for each category of members and the manner of payment shall be determined by the Board of Directors.

Section 5. Address

Each member is responsible for keeping a current address on file at AWHONN Headquarters, to which all AWHONN communications will be sent.

Section 6. Membership Meetings

An annual meeting of the members, and other meetings of the members which the Board of Directors may deem necessary, shall be held at such times and places as are determined by the Board of Directors and designated in the notice of meeting.

Section 7. Termination of Membership

Membership in AWHONN shall be terminated for failure to pay required dues. Membership also may be terminated on the ground of illegal, unprofessional, or improper conduct of such nature that it conflicts with AWHONN's purposes. An individual's membership may be terminated on the ground of such conduct only if the individual has been notified in writing of the reason, has had opportunity for a hearing held according to procedures established by the Board of Directors, and termination of membership has been approved by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors.

ARTICLE IV NATIONAL OFFICERS

Section 1. National Officers

The National Officers of AWHONN are a President, a President-Elect, and a Secretary/Treasurer.

Section 2. Eligibility

- A. All National Officers. Each candidate for National office in AWHONN must (1) have been a voting member of AWHONN for the two year period immediately preceding the election; (2) be a current voting member of AWHONN in the year of his/her election and during his/her term as a National Officer; and (3) have prior leadership experience as determined by the Board of Directors. A person may not

simultaneously be a candidate for more than one elected office or elected leadership position or hold more than one such office or leadership position, regardless of whether the offices or positions are at the National, Section or Chapter levels.

- B. President-Elect. A candidate for President-Elect must have served at least:
1. One (1) year as an elected AWHONN National Officer or Director (or prior to 1998 as an “officer” or “Executive Board” member); or
 2. Two (2) years a Section Chair (or Prior to 1998 as District or Section Chair); or
 3. Two (2) years as Chair of a national standing committee.
- C. Secretary/Treasurer. A candidate for Secretary/Treasurer must have one (1) year of prior experience in a leadership role that includes budgeting responsibility and served at least:
1. One (1) year as an elected AWHONN National Officer or Director (or prior to 1998 as an “officer” or “Executive Board member”); or
 2. Two (2) years in an elected Section office (or prior to 1998 in an elected District or Section office); or
 3. Two (2) years as a Chair or member of a national standing committee.

Section 3. Nomination

Annually, the National Nominating Committee shall meet and, unless infeasible, prepare a slate of at least (2) qualified candidates for the Office President-Elect and, if the term is expiring, the office of Secretary/Treasurer from among responses to an open call to all voting members of AWHONN. The National Nominating Committee shall submit the slate to the Board of Directors for approval.

Section 4. Notifications

The approved slate of National Officer Candidates shall be submitted in writing via print or electronic means to all the voting members of AWHONN at least thirty (30) days before the election.

Section 5. Election

The election of National Officer shall be by a vote of AWHONN members conducted by print and/or electronic ballot. Write-ins of eligible candidates (as defined in section 2 above) shall be permitted. The candidate for each office who receives the highest number (even if a plurality) of votes cast shall be elected.

Section 6. Terms of Office

- A. President and President-Elect. The President and the President-Elect shall serve one-year terms. At the expiration of his/her one-year term, the President-Elect shall automatically become President and shall serve as President for one (1) year. At the expiration of his/her one-year term, the President shall serve for one (1) year as Chair of the National Nominating Committee. Following that year, he/she shall no longer serve on the Board of Directors or as a National Officer for a period of five (5) years.
- B. Secretary/Treasurer. The Secretary Treasurer shall serve a three-year term and shall be eligible for reelection for a second three year term as Secretary/Treasurer during their lifetime. The Secretary/Treasurer may qualify as a candidate for President-Elect without rotating off the Board.
- C. Start of Term. All National Officers shall take office January 1 immediately following their election.
- D. Unexpired Terms. Any member filling an unexpired term for more than one-half (1/2) of the term shall be considered to have served one (1) term.

Section 7. Duties of National Officers

- A. President. The President shall, if present, preside at all meetings of the Board of Directors and national meetings of the members; shall act as an official representative of AWHONN; and shall, subject to the authority of the Board of Directors, perform all duties usually associated with the office of the President.
- B. President-Elect. Except as otherwise provided herein, the President-Elect shall name prospective committee members who will serve during his/her term as President.
- C. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the record of all meetings of the Board of Directors and national membership meetings; shall be responsible for and shall ensure the maintenance of appropriate records of all funds and securities of AWHONN; and shall serve as Chair of the Finance Committee. Upon the request of the Board, the Secretary/Treasurer shall be under bond, the premiums to be paid by AWHONN.

Section 8. Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of AWHONN will be served thereby, any National Officer may be removed from office by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors. Any National Officer may resign at any time by delivering a written resignation to the Board of Directors, the President, the President-Elect, or the Secretary/Treasurer.

Section 9. Vacancies

- A. President. In the event of the (a) death, (b) resignation, or (c) unavailability or inability to effectively perform the duties of the office of the President, as determined by two-thirds (2/3) vote of the Board of Directors, the President-Elect shall exercise the duties of the office of the President and shall continue as President during his/her own term as President.

If less than six months remain in the President-Elect's term, the President-Elect position shall remain vacant until the next regular election of officers.

If more than six months but less than 12 months remain in the President-Elect's term of office, the Board of Directors shall elect, by affirmative vote of a majority of its voting members, a successor for the remainder of the term. Such person shall be selected from a slate of qualified nominees submitted by the most recent National Nominating Committee.

If more than 12 months remain in the President-Elect's term, the Board shall arrange for a special election of voting members of AWHONN by print or electronic ballot to select a President-Elect. Such person shall be selected from a slate of qualified nominees submitted by the most recent National Nominating Committee.

- B. President-Elect. In the event of the death, resignation, or inability (as determined by the Board of Directors) of the President-Elect to perform the duties of the office, the Board of Directors shall either (a) elect, by the affirmative vote of a majority of its voting members, a successor from a slate of nominees submitted by the most recent National Nominating Committee; or (b) arrange for a special election of voting members of AWHONN by print or electronic ballot.
- C. Secretary/Treasurer. In the event of the death, resignation, or inability (as determined by the Board of Directors) of Secretary/Treasurer to perform the duties of the office, the Board of Directors shall either (a) elect, by the affirmative vote of a majority of its voting members, a successor from a slate of nominees submitted by the most recent National Nominating Committee; or (b) arrange for a special election voting members of AWHONN by print or electronic ballot.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall have eleven (11) voting members, including the (3) National Officers (“Officer Directors”), and eight (8) At-Large Directors. The Chief Executive Officer and Immediate Past President shall be ex-officio non-voting members of the Board of Directors.

Section 2. Eligibility

- A. At-Large Directors. Each candidate for At-Large Director must (1) have been a voting member of AWHONN for a two-year period immediately preceding the election; (2) be a voting member of AWHONN in the year of his/her election and during his/her term as At-Large Director; and (3) have prior leadership experience as determined by the Board of Directors.

Section 3. Powers and Duties

The governance of AWHONN shall be vested in the Board of Directors, whose powers and duties shall be those ordinarily held and performed by the Board of Directors of a nonprofit corporation. The Board of Directors shall, among other functions:

- A. Conduct and oversee all business required to carry out the purposes and goals of AWHONN;
- B. Control and conserve the property interest of AWHONN;
- C. Establish member dues structure for the organization;
- D. Set core program and fiscal functions for AWHONN Headquarters, Sections, and Chapters;
- E. Define criteria to evaluate Headquarters, Section, and Chapter activity;
- F. Delegate administrative responsibility to Headquarters and Sections;
- G. Create standing and ad hoc committees and define their duties;
- H. Approve national committee appointments;
- I. Call national meeting and other meetings of AWHONN not already provided for in the Bylaws; and
- J. Establish policies and strategic plans and perform other functions, not otherwise provided for, that may pertain to AWHONN.

Section 4. Nomination

When the National Nominating Committee submits the slate for the National Officers to the Board of Directors for approval, it shall also, unless infeasible, submit a slate of at least two (2) candidates for each of the available At-Large Director positions to the Board of Directors for approval. The slate shall be prepared from among responses to an open call to all voting members of AWHONN.

Section 5. Notification

The approved slate of Director Candidates shall be submitted in writing via print or electronic means to all voting members of AWHONN at least thirty (30) days before the election.

Section 6. Elections

The At-Large Directors shall be elected during the same election process as the National Officers. The election of the At-Large Directors shall be by vote of AWHONN members conducted by print and/or electronic ballot. The nominee for each office who receives the highest number (even if a plurality) of the votes cast shall be elected.

Section 7. Term

Each Officer Director shall serve on the Board for as long as he/she serves as a National Officer. Each At-Large Director shall serve a three-year term and shall be eligible for re-election to one second three-year term as an At-Large Director in his/her lifetime. At-Large Directors may qualify as candidate for Secretary/Treasurer or President-Elect without rotating off the Board. The At-Large Director terms shall be staggered. Each Director shall take office on January 1 immediately following the election.

Section 8. Vacancies

Any vacancy in an At-Large Director position may be filled for the unexpired term by the affirmative vote of a majority voting members of the Board of Directors conducted by written or electronic means, and each Director so elected shall hold office until his/her successor is elected or his/her earlier resignation or removal.

Section 9. Meetings of the Board of Directors

The Board of Directors shall meet in person at least once annually and more regularly as the President or a majority of the Board of Directors deem necessary. The President-Elect shall set the time and place of the meeting for his/her presidential year and the time and place shall be designated in the notice of the meeting.

Section 10. Notice; Waiver of Notice; Emergency Meetings

- A. Whenever any notice of regular meeting of the Board of Directors is required to be given under the provisions of these Bylaws, (a) such notice shall be given either personally, by telephone, by mail, by facsimile, by electronic mail, or by telegram, addressed to the Director at his/her address as it appears on the records of AWHONN and at least thirty (30) days before the date designated for such meeting, or (b) a waiver of notice in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Notice shall be deemed given if delivered by any of the means previously described in this section.
- B. Emergency Meetings. Whenever required, the President, President-Elect, Secretary/Treasurer, or a majority of the voting members of the Board of Directors may call an emergency meeting of the Board of Directors upon two (2) days-notice to each Board member.

Section 11. Quorum and Vote at Meetings

At any meeting of the Board of Directors, a majority of the voting members of the Board of Directors, including one National Officer, shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board of Directors, less than a quorum is present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum is present, at which point any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12. Telephone Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the



meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 13. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting for the such action, is signed by all of the voting Directors, and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 14. Resignation and Removal of Directors

- A. Removal. Whenever, in the judgment of the Board of Directors, the best interests of AWHONN would be served thereby, any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors.
- B. Resignation. Any Directors may resign at any time by delivering a written resignation to the President.

Section 15. Compensation and Reimbursement

Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings or conducting other required business of the Board or any committee of the Board.

ARTICLE VI COMMITTEES

Section 1. Committee Directors

The Board of Directors may, by a resolution adopted by a majority of the voting Directors present at a meeting at which a quorum is present, appoint from among its members one or more committees, composed of one (1) or more Directors, for such purposes and such purposes and such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors in the management of AWHONN.

Section 2. National Nominating Committee

- A. Composition. The National Nominating Committee shall consist of the immediate past president, who shall serve as Chair, and eight other members. Annually, the Board of Directors shall issue an open call to the voting members of AWHONN to serve on the National Nominating Committee. Elected National Officers and Directors, with the exception of the President-Elect, may also nominate voting members of AWHONN to serve on the National Nominating Committee. The President shall appoint the National Nominating Committee that will serve during his/her term as Chair of the Nominating Committee from among those who responded to the open call and those who were nominated by the National Officers and Directors. No current member of the National Nominating Committee may be a candidate for National Office.
- B. Term. Each member of the National Nominating Committee, excluding the immediate past president, shall serve a two-year term and shall be ineligible for reappointment for five (5) years following conclusion of his/her term.
- C. Duties. Prior to each election, the National Nominating Committee shall, unless infeasible, prepare a slate of at least two (2) qualified candidates for each National Officer and Director position from among responses to an open call to the voting members of AWHONN. The National Nominating Committee shall submit the slate of the Board of Directors for approval.

Section 3. Finance Committee

- A. Composition. The President-Elect shall appoint, from among responses to an open call to the voting members of AWHONN, two directors and two voting members of AWHONN to serve on the Finance Committee during his/her term as President. The current Secretary/Treasurer shall serve as the Chair of the Finance Committee. The current President-Elect and Chief Executive Officer shall serve as an ex-officio non-voting member of the Finance Committee.
- B. Duties. The Finance Committee shall, among other functions:
1. Advise the Board of Directors on matters relating to long-term financial planning;
 2. Assist the Board of Directors with fiduciary responsibility and stewardship of funds;
 3. Review and recommend an association operating budget, (including Headquarters, Section and Chapter activity) to the Board of Directors;
 4. Analyze the financial implications of new program proposals and recommend Board of Directors action;
 5. Recommend a membership dues structure to the Board of Directors;
 6. Provide for programs that generate non-dues sources of revenue;

7. Select an auditor to be approved by the Board of Directors and review annual audited financial statements; and
8. Ensure compliance with AWHONN requirements and policies as to financial matters.

Section 4. Other Committees

The Board of Directors may, by a resolution adopted by a majority of the voting Directors present at a meeting at which a quorum is present, establish standing committees of members for such purposes and with such powers as the Board of Directors may provide, except that no committee or committees shall have or exercise the authority of the Board of Directors may provide, except that no committee or committees shall have or exercise the authority of the Board of Directors in the management of AWHONN. Both voting and non-voting members of AWHONN may serve on the standing committees, but the Chair of each committee shall be a voting member.

ARTICLE VII ORGANIZATIONAL STRUCTURE

As set forth in Articles VIII through XI of these Bylaws, AWHONN shall have several organizational levels. AWHONN shall have a central office (“Headquarters”) staffed by the Chief Executive Officer and other staff members. AWHONN shall be divided into units called Sections, of which there shall be smaller units called Chapters. In addition, the Board of Directors shall have the authority to form Special Interest Groups. Headquarters shall support the various Sections, Chapters and Special Interest Groups. The Sections shall support and oversee the Chapters, which shall be the primary vehicles for delivering core programs and services to members at the local level. Where Chapter resources are lacking, the Sections shall be responsible for providing core programs to members of AWHONN residing within the Section. All entities at all organizational levels, including Sections, Chapters and Special Interest Groups, shall at all times function in accordance with procedures and policies established by AWHONN.

ARTICLE VIII AWHONN HEADQUARTERS

Section 1. Composition

AWHONN shall have a central Headquarters, managed by the Chief Executive Officer with the assistance of staff members. Headquarters shall, among other functions:

- A. Support implementation of AWHONN's strategic plan;
- B. Perform core program and fiscal functions as defined by the Board of Directors, to include membership development, education, practice and research programs;
- C. Provide support to members, Sections, and Chapters;
- D. Monitor and report on federal legislation and regulatory issues and facilitate networking among those responsible for legislative affairs at the Sections level;
- E. Manage the process for evaluating whether Sections are performing core functions;
- F. Serve as a clearinghouse for information and resources;
- G. Manage day-to-day finances of AWHONN; and
- H. Ensure compliance with AWHONN requirements and policies.

ARTICLE IX

SECTIONS

Section 1. Composition

Each state of the United States shall constitute a Section of AWHONN (e.g., AWHONN New York). There shall also be a section entitled AWHONN Armed Forces.

Section 2. Membership

- A. AWHONN Armed Forces. For voting purposes, each AWHONN member who is on active duty in the Armed Forces shall be a member of AWHONN Armed Forces. Each AWHONN member who is not on active duty in the Armed Forces, but who is otherwise directly affiliated with the Armed Services via the Department of Defense, private military contract worker or retired military, may elect to be a member of AWHONN Armed Forces.
- B. Geographically-Defined Sections. For voting purposes each AWHONN member who resides in a geographically-defined Section, and is not a member of AWHONN Armed Forces, shall be a member of the Section in which he/she resides.
- C. Other. Any AWHONN member who is neither a member of AWHONN Armed Forces, nor resides within a geographically-defined Section, shall not be considered a member of a Section for voting purposes, unless otherwise determined by the Board of Directors.
- D. No AWHONN member shall be a member of more than one Section at any given time.

Section 3. Duties

Each Section shall, among other functions:

- A. Support implementation of AWHONN's strategic plan;
- B. Perform core program and fiscal functions as defined by the Board of Directors;
- C. Monitor, report on, and participate in appropriate legislative and regulatory activity at the state level (in the case of domestic Sections) or the national level (in the case of international Sections, e.g., Canada);
- D. Develop plans for providing continuing education based on member needs and the AWHONN strategic plan;
- E. Assist Chapters in the Section perform core functions by supporting and facilitating the program and membership development activities of the Chapter;
- F. Provide direction, guidance, and support in the development of new Chapters;
- G. Provide opportunities for leadership development and plan for leadership succession; and
- H. Ensure compliance with AWHONN requirements and policies.

Section 4. Section Leaders

With the exception of the Armed Forces Section, each Section shall elect as its leaders a Section Chair and a Section Secretary/Treasurer from among the voting members of the Section. The Armed Forces shall elect as its leaders an Air Force leader (must be active duty Air Force), Army Leader (must be active duty Army), Navy Leader (must be active duty Navy), Civilian Leader (can be DOD civilian, retired military or civilian contract worker) and Secretary/Treasurer (open to any eligible member of the Armed Forces Section). The Section Leader shall be determined via a two-year (single term) rotation among the Air Force, Army, and Navy Leaders). For terms beginning in even numbered years (i.e. 2016, 2018, 2020 etc.), the Armed Forces Section will elect Air Force, Army and Civilian Leaders. For terms beginning in odd numbered years (i.e. 2015, 2017, 2019 etc.), the Armed Forces Section will elect Navy and Secretary/Treasurer Leaders.

- A. Eligibility. Each candidate for an elected Section leadership position shall (1) have been a voting member of AWHONN for the two-year period immediately preceding the election; (2) be a current voting member in the year his/her election and during his/her term as a Section Leader; and (3) be a voting member of the Section at the time of his/her election and during his/her term as Section Leader. A member may not simultaneously be a candidate for more than one elected office or leadership position, or hold more than one such office or position, regardless of whether the offices or positions are the National, Section, or Chapter levels.

- B. Nominations. The Section Nominating Committee shall prepare a slate for each elected Section leadership position from among responses to an open call to all voting members of the Section and present the slate to the Section Coordinating Team for approval.
- C. Election. The election of all elected Section Leaders shall be by mail vote of the voting members of the Section conducted by print or electronic ballot. The nominee who receives the highest number (even if a plurality) of the votes cast shall be elected.
- D. Term of Office. Each elected Section Leader shall serve a three-year term and shall be eligible for reelection, but shall serve not more than two (2) consecutive terms. All elected Section Leaders shall take office beginning January 1 immediately following their election.
- E. Duties of Section Chair. The Section Chair shall, among other functions:
1. Preside (if present) at all Section meetings and meetings of the Section Coordinating Team;
 2. Serve as Chair of the Section Coordinating Team;
 3. Coordinate Section activities and monitor Chapter activities;
 4. Provide leadership to enable the Section to perform core program and fiscal functions as defined by the Board of Directors;
 5. Submit periodic reports on Section program and fiscal activity (including Chapter activity) to the AWHONN Board of Directors;
 6. Appoint other Section Leaders as necessary to carry out the functions of the Section;
 7. Perform all other duties usually associated with the off of the Chair; and
 8. Ensure Section compliance with AWHONN requirements and policies.
- F. Duties of Section Secretary/Treasurer. The Section Secretary/Treasurer shall, among other functions:
1. Assist the Section Chair;
 2. Preside in the absence of the Section Chair;
 3. Keep the minutes of all meetings of the Section;
 4. Have charge of all funds and securities of the Section, including funds from Chapters, and deposit all monies in the name of AWHONN in such banks or other depositories as are designated by the Board of Directors;
 5. Prepare annual Section operating budgets (including Chapter activity) for Finance Committee review and Board of Directors approval;
 6. Submit financial reports to Headquarters as required; and
 7. Perform all other customary duties of the office and other duties as assigned.
- G. Replacement.
1. If, for some reason, a Section Chair is unable to serve, the Section Secretary/Treasurer shall act as Section Chair.

2. The Section Chair shall be responsible for filling other leadership vacancies within the Section to complete the unexpired terms for these vacancies.
3. If an elected Section Leader has failed to fulfill the duties of the office, then upon written notice giving the reasons, the President shall appoint a replacement to complete the unexpired term.

Section 5. Section Coordinating Team

- A. Composition. Each Section shall have a Section Coordinating Team. The Section Coordinating Team shall be chaired by the Section Chair, and comprised of the Section Secretary/Treasurer, other Section Leaders as may be appointed by the Section Chair, and Chapter Coordinators within the Section.
- B. Powers and Duties. The Section Coordinating Team shall, among other functions;
 1. Plan, implement and evaluate initiative designed to support and achieve AWHONN's strategic plan;
 2. Plan, network and share information about activities within the Section;
 3. Hold such meetings as may be deemed necessary;
 4. Transact all Section business;
 5. Create Section committees as needed and define their duties;
 6. Define additional duties of elected and appointed Section Leaders and other representatives on the Section Coordinating Team;
 7. Provide direction, guidance, consultation to support the development of new and enhancement of existing Chapters;
 8. Approve the slate of nominees for each Section election; and
 9. Ensure compliance with AWHONN requirements and policies.

Section 6. Section Nominating Committee

- A. Composition. Each Section shall have a Section Nominating Committee. The Section Nominating Committee shall consist of the immediate past Section Chair, who shall act as Chair of the Section Nominating Committee, and at least two (2) additional voting members of the Section. The two (2) additional members shall be selected from among responses to an open call to voting members of the Section and nominations by Section and Chapter Leaders. Each Section Nominating Committee shall have an odd number of members. No current member of the Section Nominating Committee may be a candidate for an elected Section leadership position or a member of the Section Coordinating Team.
- B. Term. Each member of the Section Nominating Committee, including the immediate past Section Chair, shall serve a one-year term.

- C. Duties. The Section Nominating Committee shall prepare a slate for each elected Section leadership position from among responses to an open call to all voting members of the Section and present the slate to the Section Coordinating Team for approval.

Section 7. AWHONN Funds at Section Level

- A. Sections shall receive allocations of member dues as determined by the Board of Directors, and such funds shall remain AWHONN funds, held in AWHONN accounts.
- B. Sections shall not levy dues.
- C. Each Section shall comply with all fiscal requirements established by the Board of Directors.

Section 8. Records and Properties

Upon ending service as a Section Leader, he/she shall deliver all records and other property of AWHONN within 30 days of the conclusion of his/her terms to his/her successor in Office or the Section Chair.

Section 9. Section Meetings

Each Section shall ensure that at least one continuing education meeting at the Section level is available annually to members of the Section.

ARTICLE X CHAPTERS

Section 1. Formation

Chapters may be established according to geographic area. Chapter may be formed by the Section Coordinating Team or upon written request of ten voting members of the Section. Each Chapter shall function under the jurisdiction of the Section which established it.

Section 2. Membership

For voting purposes, each AWHONN member shall be a member of a Chapter if his/her address in AWHONN records is within that Chapter's area.

Section 3. Duties

Each Chapter shall, among other functions:

- A. Support implementation of AWHONN's strategic plan;
- B. Perform core program and fiscal functions as defined by the Board of Directors;
- C. Be responsible for leadership development and succession planning;
- D. Develop annual operating budgets and submit them to the Section; and
- E. Ensure compliance with AWHONN requirements and policies.

Section 4. Chapter Leaders

- A. The Section Chair shall appoint a voting member of the Chapter as Chapter Coordinator. Chapter Coordinators may appoint other Chapter Leaders as necessary to perform core program and fiscal functions as defined by the Board of Directors.
- B. Term of Office. Each Chapter Coordinator shall serve a two-year term and be eligible for reappointment for a second two-year term. Terms shall begin on January 1 following the appointment.
- C. Duties of Chapter Coordinator. Each Chapter Coordinator shall serve on the Section Coordinating Team and shall be responsible for submitting reports as required regarding Chapter program and fiscal activity.
- D. Replacement. If, for any reason, the Chapter Coordinator is unable to serve or fails to fulfill the duties of the office, the Section Chair shall appoint a replacement.
- E. Notwithstanding preceding paragraphs A and B, if ten (10) or more members of a Chapter timely petition the Section Chair, the Chapter shall be permitted to hold its own election for Chapter Coordinator from among the voting members of the chapter.

Section 5. AWHONN Funds at the Chapter Level

- A. Chapters may receive a sub-allocation of member dues received by the Section as determined by Section leadership.
- B. Chapters shall not levy dues.
- C. Funds produced by Chapter activities shall be deposited in the Section bank account, as designated by AWHONN. Only Sections shall maintain bank accounts.
- D. Funds allocated to Chapters shall remain AWHONN funds, deposited in designated accounts.
- E. All Chapter fundraising, expenditures, and activities shall be consistent with AWHONN policies.

ARTICLE XI

SPECIAL INTEREST GROUPS

The Board of Directors may authorize the formation of Special Interest Groups. Each Special Interest Group shall elect a Chair and such other leaders as appropriate based on the purpose and aims of the group. The Special Interest Groups shall function under the policies and direction of the Board of Directors. Only AWHONN members may be members of a Special Interest Group.

ARTICLE XII

INDEMNIFICATION

Section 1. Officers, Directors, and Committee Members

- A. AWHONN shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance AWHONN may from time to time maintain or as otherwise may be determined by the Board of Directors in its discretion) each officer, Director, or committee member and each person who has served at its request as a director or officer or representative to another corporation, and each former such person (“covered persons”) against expenses necessarily incurred by such officer, Board of Directors member or committee member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, in which such covered person is made a party by reason of serving AWHONN in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.
- B. This indemnification extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminate by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interest of AWHONN and on the reasonable assumption of its legality.
- C. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.
- D. The indemnification provided herein shall not preclude other rights which such covered person may have under any agreement, vote of the Board of Directors or otherwise.

- E. The indemnification provided herein shall be effective only upon a determination by the Board of Directors (upon the vote of disinterested members of the Board of Directors only) or upon the Board of Directors' request, by independent legal counsel, that the standards for such indemnification have been met.

Section 2. Employees and Agents

The Board of Directors may, by resolution, extend the indemnification provisions of the foregoing Section 1 to any person who was or is a party or is threatened to be made party to any threatened pending or completed action, suit, or proceeding by reason of the fact that he/she is or was the Chief Executive Officer, or an employee, agent, or other officially designated representative of AWHONN.

Section 3. Limitation of Liability

Provided that AWHONN maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, directors or other persons who perform services AWHONN and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in provided services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation, other than reimbursement of expenses, received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct; crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful); transaction that resulted in an improper personal benefit of money, property, or service to the volunteer or employer; act or omission that occurred prior to the effective date of the District of Columbia Nonprofit Corporation Amendment Act of 1992; or act corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating his/her professional capacity. AWHONN is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the proceedings of AWHONN, except in such cases where practically inapplicable (as determined by counsel) or as are covered by the Bylaws and/or special rules adopted by AWHONN.

ARTICLE XIV

FISCAL YEAR

Proposed amendments to these Bylaws shall be submitted by print or electronic means to the Board of Directors, through the Secretary/Treasurer, at least thirty (30) days before a Board of Directors meeting. Only if the proposed amendments are approved by a majority of the voting members of the Board of Directors, shall they be presented in writing to the voting members of AWHONN for their approval by print or electronic ballot. At two-thirds (2/3) affirmative vote of the voting members who cast votes on any proposed amendment shall be required for the adoption of any amendment.