

BYLAWS
OF
NEBRASKA ORGANIZATION FOR NURSING LEADERSHIP

ARTICLE I
NAME

The name of this organization is Nebraska Organization for Nursing Leadership (herein after NONL). State (NONL) is an affiliate of the American Organization for Nursing Leadership (herein after AONL). Districts will follow these Bylaws with the stated exceptions.

ARTICLE II
PURPOSE

Section 1 Purpose of NONL

- A. Providing vision and actions for nursing leadership to meet the health care needs of society.
- B. Influencing legislation and public policy related to nursing and patient care issues.
- C. Offering member services that support and enhance the management, leadership, educational and professional development of nursing leaders.
- D. Facilitating and supporting research and development efforts that advance nursing administration practice and quality patient care.

ARTICLE III
MEMBERSHIP AND DUES

Section 1 There shall be four classifications of memberships.

- A. Full Members** of NONL are Registered Nurses (RN). This includes nurses in all health care environments who hold, aspire to hold, or function in a leadership role. All licensed RNs are eligible for membership.
- B. Honorary Members** of NONL are conferred for life upon the recommendation and nomination by the NONL State Board.
- C. Student Members** of NONL are full time, pre-licensure nursing students.
- D. Affiliate Members** of NONL are not Registered Nurses but support the mission and vision of NONL. The affiliate members' purposes, goals and initiatives must be consistent with and supportive of NONL's purposes, goals and initiatives. Affiliate memberships may require approval by NONL state board.

Section 2 Dues - Fiscal Year and Other Monies

- A. Dues
Dues for members are due and payable every twelve months. If not paid, such member shall lose

NONL BYLAWS

their voting privileges until such dues are paid if dues are not paid by last day of the month the membership was activated. The member will be deleted from the membership roster until dues are received. Any change in annual dues will be recommended by the Board of Directors thirty (30) days prior to any business meeting and any such change must be approved by a majority vote of the Full Members present and voting.

B. Fiscal Year

The fiscal year shall be January 1 through December 31.

C. Other Monies

Fees may be assessed for services, programs, or products sponsored by NONL. NONL may raise funds and accept contributions by all lawful means consistent with the purpose of the organization.

D. Budget

An annual budget prepared by the incoming President and the Secretary/Treasurer shall be submitted to and approved by the Board of Directors at the January Board of Directors meeting. District budgets are submitted to the District members in January.

E. AONL Affiliation and State NONL Membership in AONL

The State AONL affiliation fee will be paid to AONL annually by State NONL. AONL membership fees, required of NONL Officers (NONL State President, Secretary/Treasurer) for State affiliation with AONL may be paid by State NONL. District Presidents will be members of AONL. Districts may pay that membership fee.

Section 3 Good Standing: According to their classification, a member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation, Bylaws, and any rules and regulations adopted by NONL.

Section 4: Establishment of membership: Upon completion of the electronic application, meeting the criteria for membership in the appropriate category, an individual shall become a Member.

Section 5 Voting: Each Full or Honorary Member shall be entitled to one vote. Balloting by mail/electronic medium may be utilized with approval of the Board of Directors

Section 6 Resignation and Termination of Membership

A. Resignation – A Full Member may, resign from NONL at any time. Membership shall not be transferred and dues are non-refundable.

B. Termination – Membership shall be terminated for non-payment of dues, on the last day of the month after membership payment was due.

ARTICLE IV **DISTRICT CHAPTERS**

Section 1 There shall be three (3) Districts.

Section 2 The Districts serve to facilitate statewide participation in NONL.

NONL BYLAWS

Section 3 Tax exemption status

The State and all Districts will conform to the regulations of the Internal Revenue Service covering Section 501(c) (6) organizations.

ARTICLE V **MEETINGS**

Section 1 Meeting

- A. Scheduled Meetings. State NONL Board and general membership meetings will be scheduled by the Board of Directors.
- B. Notice. A notice for all general meetings of State NONL shall be sent to all current district members of NONL prior to each meeting.
- C. Special Meetings. Special meetings of State NONL may be called by the President or the Board of Directors of NONL.

Section 2 Quorum: A quorum for the transaction of business shall consist of not less than one-fourth majority of the current board for Board meetings and at least one-fourth of the present members for general membership meetings.

ARTICLE VI **OFFICERS**

Section 1 Enumeration: The officers of this organization shall be a President, President-Elect or Past President and Secretary/Treasurer. The State and Districts shall have the option of separating the office of secretary and treasurer.

Section 2 Eligibility: Each of elected officer shall be a Full Member in good standing NONL. The State President and State Secretary/Treasurer shall be a current AONL member or have made application for membership. District president shall be current members of AONL. Membership may be paid from the District budget.

Section 3 Election of Officers: At the annual fall board meeting of NONL, a President-elect and/or Secretary/Treasurer shall be elected from the current and/or incoming State NONL Board of Directors, based on expiration of term of office. District officers may be elected from their membership.

Section 4 Terms: Persons elected into office at the annual fall NONL membership meeting no later than November and will assume duties the first of January. The State President-elect then assumes the office of Presidency for two (2) years beginning on even numbered years followed by serving as Past President for two (2) years. The Secretary/Treasurer will serve for a term of two (2) years beginning on odd numbered years. No individual may serve as an officer for more

NONL BYLAWS

than six (6) consecutive years. Eligibility is regained in such cases after a one (1) year period. Eligibility for election to office shall not be affected by serving a partial term in the same office. Districts can choose to maintain the President Elect office. District President Elect would serve for a year prior to assuming the role of President which would occur on the even year.

Section 5 Vacancies: If the current President is unable to fulfill his/her term of office, President-elect or Past President shall assume the office of the President and shall continue to serve as President for the remainder of the term. In the event the position of President-elect, Past President or Secretary/Treasurer becomes vacant, the position shall be filled by appointment of a member of the Board of Directors.

Section 6 Duties

A. President: The President serves for two years, presides at all Board of Directors, and regularly scheduled State NONL meetings; serves as an ex-officio member of all committees; appoints Ad Hoc committees; orders an external financial review of the Secretary/Treasurer's books at least every five (5) years (in years divisible by five). (NOTE: done by an external financial reviewer, not a member of the NONL Financial Audit Committee); and appoints the chairperson and members of all standing committees. The State NONL President must be a member of AONL.

B. Secretary/Treasurer: The Secretary/Treasurer serves for two years; maintains financial and organizational records, records and distributes minutes for each regularly scheduled State NONL Board of Directors meetings; updates the State membership roster, prepares and distributes a roster *as requested*. The state NONL Secretary/Treasurer serves as a member of the Board of Directors. The State Secretary/Treasurer must be a member of AONL. The Secretary/Treasurer assists the incoming President to prepare the annual budget and submits it to the Board of Directors for approval. Collects dues or distributes electronically paid dues to the appropriate District. The Secretary/Treasurer has charge of all funds; pays approved bills. Any bill amount over \$250 requires board approval. The Secretary/Treasurer makes a full financial statement to the membership at each regularly scheduled NONL meeting; has all accounts reviewed internally by (April of each year) by the Financial Review Committee; files a federal tax return as a return from NONL; delivers to the successor Secretary/Treasurer all money, books, accounts and other property belonging to NONL; serves as an Ad Hoc member of the Communication and Recognition Committee and Chairperson of the Financial Review Committee.

1. The Past President. The Past President serves for two years after completing a two year term as President. The Past President serves as a resource to the President and has all powers and performs all the duties of the President in the President's absence. The Past President is a member of the Board of Directors. The Past President will serve as the primary contact and advisor for digital media and to web site system manager.

ARTICLE VII **BOARD OF DIRECTORS**

NONL BYLAWS

Section 1 Organization: The Board of Directors (sometimes referred to as the Board) shall consist of the officers of State NONL (President and Secretary/Treasurer), the immediate Past-President of State NONL, and recommend representatives from each District, to include the District President, the District President-elect/or Past President, District Secretary and/or District Treasurer and one other District representative.

Section 2 Eligibility: Each voting member of the Board of Directors shall be a Full Member of NONL in good standing.

Section 3 Election and Terms: District Representatives shall serve for two years or until his/her successor is appointed/elected by the District.

Section 4 Meetings: The Board of Directors shall meet at the call of the President or at the call of a majority of the Directors. Any member of NONL may attend a board meeting. Any member of the Board of Directors may invite the attendance of observers for educational/collaborative purposes upon giving notification to the President.

Section 5 Quorum: A quorum shall consist of not less than one fourth majority of the Directors then serving.

Section 6 Duties:

A. The Board of Directors shall:

1. Meet as needed to carry out the provisions of the Bylaws and all rules and regulations adopted by the Organization,
2. Approve appointments made by the President,
3. Establish regulations, policies and procedures for the Board of Directors and NONL,
4. Approve the annual budget,
5. Establish study groups, commissions, and/or advisory groups necessary to carry out the purposes and programs of the organization,
6. Have the authority to carry on business of NONL; to establish rules and procedures; to approve or disapprove reports, resolutions, or actions of officers and committees; to review membership and to develop an on-going organizational strategic plan.

Section 7 Business by Mail, E-mail, Facsimile, Telephone Conference or Virtual Meetings: The Board of Directors may conduct business by e-mail, mail, facsimile, telephone conference or virtual meetings when necessary. A report of action taken by e-mail, mail, facsimile, telephone conference or virtual meeting shall be verified and made a part of the minutes of the next meeting of the Directors.

Section 8 Attendance: Each Board Member shall notify the President if unable to attend the scheduled Board Meeting. If applicable a report should be forwarded. More than two unexcused absences may be reviewed by the board and district for possible replacement.

ARTICLE VIII
COMMITTEES

Section 1 Special Committees:

Special committees may be appointed by the President for special projects as authorized by the Board and/or the membership. The term of office for members of a special committee shall be time limited not to exceed one year. At that time, the committee shall be automatically dissolved, unless otherwise specified by the Board. Special committees shall submit interim report of their activities, if requested, and upon completion of the project, shall present a final report with conclusions and recommendations.

Section 2 Standing Committees: The President shall at the first Board of Directors meeting in each fiscal year appoint the chairman and members of standing committees, as deemed appropriate. The following committees may be set as deemed appropriate by the President and the board. (Optional for State but Districts can use as listed)

- A. **Professional Development and Education:** The duties of this committee shall be to plan, facilitate, and publish educational programs and to maintain education program records. The Professional Development and Education consist of the President-elect or Past President as chairperson and additional members appointed by the President.
- B. **Communication and Recognition:** The duties of this committee shall be to:
 - 1. Review State wide membership roster, notify the Board of membership numbers, and presents a comparison of membership to previous years
 - 2. Develop methods of recruiting and retaining members. Determine the criteria for scholarship recipients, distribute scholarship information, review applications and make recommendations to the Board for scholarship recipients.
- C. **Bylaws Committee:** The duties of this committee shall be to review the Bylaws at least annually and recommend any needed changes to the Board and the membership. Any approved changes are forwarded to the Secretary/Treasurer for distribution to the membership. The Past President serves as chairperson.
- D. **Financial Review Committee:** The duties of this committee shall be to complete an internal review of NONL financial records and provide a report to the Membership annually. The committee shall consist of the Secretary/Treasurer of each District, as Chairperson, and at least two (2) other board members.
- E. **Membership and Recruitment Committee:** This committee may be an ad hoc committee made up of volunteers from the Board members. Duties are to determine creative ways to increase NONL membership.

ARTICLE IX
AMENDMENT

Section 1 Amendment: These Bylaws may be amended at any regular or special meeting of State NONL and approved by two thirds digital vote of the Membership utilizing the consent agenda process provided that the proposed amendment:

- A. Shall have been submitted by the Committee, Board of Directors, or two or more Full

NONL BYLAWS

Members;

B. If originated by a party other than the Bylaws Committee, shall have been submitted to that committee at least thirty (30) days prior to the meeting at which action is to be taken.

C. Shall have been sent to each Full Member at least thirty (30) days prior to the meeting at which action is to be taken or 30 days prior to the deadline digital vote.

ARTICLE X **WAIVER OF NOTICE**

Section 1 Waiver of Notice: Whenever any notice is required to be given to any Director of the organization under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the President entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI **AGENTS AND REPRESENTATIVES**

Section 1 Agents and Representatives: The Board of Directors may appoint such agents and representatives of the organization with such powers and to perform such acts or duties on behalf of the organization as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE XII **CONTRACTS**

Section 1 Contracts The Board of Directors, except as otherwise stated in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the organization and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE XIII **PROHIBITION AGAINST SHARING IN ORGANIZATIONAL EARNINGS**

Section 1 Organization Earnings: No director, officer or employee of, or member of a Committee of, or person connected with an organization, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the organization provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the organization in effecting any of its purposes and shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the organization assets upon the dissolution of the organization. Upon dissolution on winding up of the affairs of the organization, whether voluntarily or involuntary, the assets of the organization, after all debts have been satisfied, then remaining in

NONL BYLAWS

the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to scientific, literary, or educational organization which would then qualify under the provision of 501 (c) (3) of the Internal Revenue code and its regulations as they now exist or as they hereafter may be amended.

ARTICLE XIV **PARLIAMENTARY AUTHORITY**

Section 1 Parliamentary Authority: The order of business for meetings shall be as provided by the President. Where an order is not so provided and when it is not otherwise necessarily provided for in the Bylaws, meetings (including committee and Board Meetings) shall be governed by Roberts Rules of Order Newly Revised. We hereby certify that the above and foregoing Bylaws were adopted by the Board of Directors.

ARTICLE XV **DISTRICT BYLAWS**

Each District of NONL shall abide by these bylaws. Any bylaws determined to be specific to a particular district should be written as an Addendum and attached to these bylaws. Each district must forward their addendums to the State Secretary/Treasurer for Board approval.

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