

Chapter Module:

**How To
Start
A
Chapter**

AMERICAN
ASSOCIATION
of CRITICAL-CARE
NURSES

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AACN Chapter Introduction

AACN has over 240 chapters nationwide, representing 49 states and 3 foreign countries. AACN Chapters are comprised of a diverse group of AACN members, who share a common goal to provide the highest quality of patient care to the acutely and critically ill. Chapters plan and execute educational programs of interest for local AACN members and non-members alike. Through continuing education, local decision making and community service, these nursing professionals continue to enhance their clinical and leadership skills.

Chapters exemplify AACN's vision: "AACN is dedicated to creating a healthcare system driven by the needs of patients and families where critical care nurses make their optimal contribution." Through these contributions and activities, chapter members personify AACN in the local community. Chapter membership is available to all AACN National members.

Starting an AACN chapter is really very simple! The Chapter Advisory Team and the National Office Team have put together 10 easy steps in this booklet to assist you in starting a local chapter in your area. Your interest in starting a chapter is very important to us and we want to help you in every way we can!

How do AACN Chapters carry out the AACN mission in their local community?

- ▶ Promote and advance AACN's key initiatives - the Beacon Award, Certification and Healthy Work Environments.
- ▶ Provide professional education to acute and critical care nurses.
- ▶ Provide networking opportunities for nursing professionals.
- ▶ Provide community service activities.
- ▶ Foster interaction and networking among nurses and groups of people who share common interests.
- ▶ Provide resources and information to acute and critical care nurses.
- ▶ Have an increased ability to affect local public policies and regulations.
- ▶ Provide a base for leadership development.
- ▶ Provide mentoring opportunities.
- ▶ Provide a vehicle for recruiting AACN National Members.

About AACN

Mission

Patients and their families rely on nurses at the most vulnerable times of their lives. Acute and critical care nurses rely on AACN for expert knowledge and the influence to fulfill their promise to patients and their families. AACN drives excellence because nothing less is acceptable.

Vision

AACN is dedicated to creating a healthcare system driven by the needs of patients and families where critical care nurses make their optimal contribution.

Values

As AACN works to promote its mission and vision, it is guided by values that are rooted in, and arise from, the Association's history, traditions and culture. Therefore, AACN, its members, volunteers and staff will:

- ***Be accountable*** to uphold and consistently act in concert with ethical values and principles.
- ***Advocate*** for organizational decisions that are driven by the needs of patients and families.
- ***Act with integrity*** by communicating openly and honestly, keeping promises, honoring commitments and promoting loyalty in all relationships.
- ***Collaborate*** with all essential stakeholders by creating synergistic relationships to promote common interest and shared values.
- ***Provide leadership*** to transform thinking, structures and processes to address opportunities and challenges.
- ***Demonstrate stewardship*** through fair and responsible management of resources.
- ***Embrace life-long learning***, inquiry and critical thinking to enable each to make optimal contributions.
- ***Commit to quality*** and excellence at all levels of the organization, meeting and exceeding standards and expectations.
- ***Promote innovation*** through creativity and calculated risk taking.
- ***Generate commitment*** and passion to the organization's causes and work.

An Ethic of Care

AACN's mission, vision and values are framed within an ethic of care and ethical principles. An ethic of care is a moral orientation that acknowledges the interrelatedness and interdependence of individuals, systems and society. An ethic of care respects individual uniqueness, personal relationships, and the dynamic nature of life. Essential to an ethic of care are compassion, collaboration, accountability and trust. Within the context of interrelationships of individuals and circumstances, traditional ethical principles provide a basis for deliberation and decision making. These ethical principles include:

- **Respect for Persons:** a moral obligation to honor the intrinsic worth and uniqueness of each person; to respect self determination, diversity and privacy.
- **Beneficence:** a moral obligation to promote good and prevent or remove harm; to promote the welfare, health and safety of society and individuals in accordance with beliefs, values, preferences and life goals.
- **Justice:** a moral obligation to be fair and promote equity, nondiscrimination, and the distribution of benefits and burdens based on needs and resources available; to advocate on another's behalf when necessary.

Getting Started

Available Resources:

- ▶ **The Chapter Associate** at the National Office, is available to assist with starting a new chapter and can be reached by calling 800/809-2273, ext. 365 or by email at chapters@aacn.org.
- ▶ **Chapter Advisory Team Members (CATs)** consist of 19 AACN members, appointed by the AACN Chapter Specialist. Advisors are geographically located across the United States. Chapter Advisors are ambassadors for the Association in supporting the Mission, Vision and Values. They work closely with chapters to assist them in making their optimal contribution to their chapter and the organization. The Chapter Advisor can be reached by email. To access the current list of Chapter Advisors, visit the Chapter section of the AACN website, at www.aacn.org. You may also obtain a list by calling the National Office at 800/394-5995, ext. 365.

STEP 1: Contacting Your Chapter Advisor

Your Chapter Advisor is an expert at starting new chapters. Your CAT will assist you with organization, planning, recruiting members, fundraising, chapter newsletters and community service.

STEP 2: How Do I Start a Chapter in My Area?

Assess the need and interest in your area. Discuss the idea with critical care nurses, friends and colleagues. Discuss what you believe are the purpose, goals and benefit of local membership. Emphasize the contributions the chapter could make in providing varied educational opportunities for nurses in your area.

- ▶ Send a letter inviting nurses to become a member of AACN. Be sure to include all nurses in acute and critical care settings, including nurse managers, educators, clinical nurse specialists, advance practice, progressive care units, neonatal, pediatric, and home health nurses.
- ▶ You may request a **free** listing of AACN National members, within a 50-mile radius of your chapter, by using the label order form included in this booklet.
- ▶ Send an announcement of your Chapter's upcoming meeting to colleagues and hospitals in your area. Send an announcement to alumni and graduate nursing associations, schools of nursing and local newspapers.

NOTE: All local chapter members must be a National AACN member

STEP 3: Review the *Chapter Charter Agreement* and *AACN Bylaws*

These documents will be the governing documents for your Chapter's operations. They are attached to this document for your convenience.

STEP 4: Plan Your First Meeting

Once you have about 10-20 people interested in forming a chapter, begin your plans. The first meeting for the chapter is a very important step in the organizational process. Contact your Chapter Advisor for advice on preparing for this meeting and suggestions on meeting agenda topics. Use the following guidelines to be sure you have covered all bases in your planning process. When selecting a meeting site, choose one that is centrally located. Take into account that traveling a great distance may discourage potential members.

- ▶ Invite your Chapter Advisor to attend the meeting and to participate in preparing for the meeting.
- ▶ Prepare an outline of the first meeting and what you expect to accomplish.
- ▶ Provide a copy of the agenda to each participant.
- ▶ At the close of the meeting, summarize the meeting and future action steps. Seek feedback from the attendees regarding the meeting. Review the date, time, location and preliminary agenda for the next meeting. Ask how many members plan to attend the next meeting.

STEP 5: Develop Your Outcomes and Objectives

Organizations operate by developing outcomes and objectives. AACN formulates long range outcomes and intermediate strategies to meet the Mission, Vision and Values of AACN. These outcomes and strategies provide the focus for the organization's efforts to meet the needs of critical care nurses. In developing chapter strategies and a strategic plan, it is important that your discussion include the following:

- ▶ Reason(s) for existing as a chapter.
- ▶ What you hope to accomplish as a chapter.
- ▶ How you plan to accomplish your goals.
- ▶ The needs of critical care nurses in your area.
- ▶ Opportunities and threats that exist in your area.

STEP 6: Develop Your Agenda

Sample agenda:

- ▶ Get acquainted or icebreaker (*usually one-half hour, including sign-in with refreshments*).
- ▶ Selection of a temporary secretary.
- ▶ Define the purpose of the meeting and the potential chapter goals.
 - Ask your potential chapter member what they need/want from a chapter.
- ▶ Discuss activities related to the chapter goals.
- ▶ Preview future meetings and activities. Inform potential members what the benefits are by belonging to this local chapter.

STEP 7: Elect Your Officers

- ▶ AACN's fiscal year begins July 1 and ends June 30. The chapter's Board of Directors term will begin on July 1 and end June 30. If the Board of Director(s) is elected *after* the fiscal year begins, please indicate their start date on the Chapter Officers List, found in the Forms section of this booklet. The Board of Directors establishes and reviews major policies and plans for the chapter.
- ▶ The five essential chapter officers are president, president-elect, secretary, treasurer and treasurer-elect. (Chapter Officer's Roles and Responsibilities are attached in this document.)

President The president shall preside at all meetings of the chapter, execute all conveyances, notes, contracts or other instruments authorized by the members, appoint all committee chairpersons, serve as an ex-officio member of all standing committees, and perform and discharge all duties incident to the office of the president and such other duties as may be assigned by the members.

President-elect The president-elect shall become familiar with the duties of the president and shall succeed to the presidency at the expiration of the president's term of office. The president-elect shall perform the duties of the office of president in the absence of the president or in the case of inability to act and, when so acting, shall have all powers of, and be subject to, all the restrictions upon the president, and shall perform such other duties as the members may from time to time specifically prescribe. It is strongly recommended that the office of president-elect only be open to those members who have served on the Executive Board or as committee chairperson of the chapter.

Secretary The secretary shall keep or cause to be kept the minutes of the meetings of the chapter and shall give or cause to be given notice of all meetings in accordance with the AACN bylaws. The secretary shall also keep, or cause to be kept, all chapter records with the exception of educational records, and shall, in general, perform all duties incident to the office of secretary and such other duties as the members may prescribe.

Treasurer & Treasurer-Elect The treasurer and treasurer-elect shall have charge and custody and be responsible for all funds and securities for the chapter, receive and give receipts for all monies due and payable to the chapter from any source whatsoever, deposit all such monies in the name of the chapter in such banks or other depositories as shall be decided by the membership, account for and record all financial transactions by the chapter, prepare and render quarterly and annual reports to the chapter and the National Office of AACN within thirty (30) days after the end of each reporting period (3/31, 6/30, 9/30 and 12/31) and whenever called by twenty-five percent (25%) of the membership; and perform such other duties as may be assigned by the members.

STEP 8: Define Your Committee Responsibilities

- ▶ Committee formation may be an important part of the chapter. Committees are charged with doing the ongoing work of the chapter. Through committees, the chapter accomplishes its outcomes. There are two types of committees: the standing committee and the task force. You might want to form a task force to accomplish a specific project.

The life of a task force is limited, as it is dissolved once it has accomplished the task it was formed to complete. A standing committee would be an: Education Committee, Membership Committee, Nominating Committee, etc.

STEP 9: Organize Your Chapter Finances

- ▶ Chapter Member Dues – dues are used to offset chapter expenses. Example: postage, printing or refreshments for chapter meetings. Dues should be priced to meet your chapter’s necessary expenses, but not so high that they will discourage anyone from joining. Chapter dues may not exceed 75% of AACN’s National membership dues. Chapter dues average \$20 per year.
- ▶ Once you begin collecting dues, open a bank account under the chapter’s name (preferably interest-bearing or, at least, without a maintenance fee). Many banks waive account fees for non-profit organizations. AACN and its chapters are a non-profit organization, under Section **501(c)3**. AACN's Federal Tax Identification Number is **95-2706905**.
- ▶ Accurate records are essential. Develop a simple financial sheet to track the flow of funds to and from the treasury, until you receive your *Chapter Governance Manual* which is currently being revised. In the interim, all of the information that you need is contained in the Charter Agreement. Additional resources are available online at www.aacn.org/chapters. You can also call AACN’s **Chapter Financial Accountant, 800-394-5995 ext. 367**, at the National Office, *any* time to talk about your chapter's financial matters. AACN recommends the use of financial management software (i.e. *Quicken* or *QuickBooks*), to maintain chapter financial records.

STEP 10: Apply for Your Chapter Charter

- ▶ All chapters must be chartered by AACN. Now that you have begun the formation of your chapter, you need to apply for your National Charter. The Charter Agreement, along with the AACN Bylaws, are the governing documents for the chapter. The purpose of the Chapter Charter Agreement is to clearly identify the expectations and obligations of both the chapter and of AACN. The Charter is designed to protect the interests and non-profit tax status of both parties.

The following information needs to be completed to process your charter application. All forms can be found in the Forms section of this booklet.

- Signed Charter Agreement - ***All officers should review the Charter Agreement and the President and Treasurer need to sign it.*** (Additionally anytime you have new officers, the charter should be reviewed with them as part of their orientation to their new role.)
- List of Chapter Officers
- List of Chapter Members
- Charter Fee - \$120.00 for a 3 year term. (All chapters are on the same charter renewal cycle, therefore, your charter fee will be prorated based on where your start date falls within that cycle.)

NOW THAT YOU’RE A CHAPTER: Resources & Future Planning

Once you have elected your officers, established yourself as a Chapter, and begun regular meetings, it is time to develop your strategic plans for the future. *The Chapter Governance Manual* (when available) will contain Strategic Planning information. Until then, visit www.aacn.org/chapters to access strategic planning resources available there. You can begin planning the chapter’s future by:

- ▶ Communicating with your Chapter Advisor, who offers chapter leaders an opportunity to obtain up-to-date information on chapter management and operations, as well as, identify resources for you as a chapter leader.
- ▶ Hold a meeting to develop your strategic plan or outcomes for the year.
- ▶ Discuss goals and how to accomplish those goals.
- ▶ Formulate plans for the next year.
- ▶ Communicate with other chapters in your area.

Congratulations again on starting an AACN chapter! We look forward to working with you. If you have any questions along the way, please contact us at chapters@aacn.org. We wish you much success.

Forms

Section

AMERICAN
ASSOCIATION
of CRITICAL-CARE
NURSES

CHAPTER CHARTER AGREEMENT

THIS CHARTER AGREEMENT (the "Agreement"), is made this ____ day of ____, 2010, between the American Association of Critical-Care Nurses ("AACN"), and the _____ ("Chapter"), an affiliate of AACN. Chapters are governed by the AACN Bylaws, Chapter Charter Agreement, and the Chapter Governance Manual.

THE PURPOSE of chartering as an AACN Chapter is to promote and advance the mission and vision of AACN within the Chapter's community. Chapters are required to conduct all business in accordance with the law, in alignment with the values of AACN, and with the highest integrity. The purpose of this Agreement is to clearly identify the expectations and obligations of both the Chapter and of AACN in this volunteer structure. It is important for Chapters to understand and respect these terms since Chapters are not independently incorporated, but are organized under AACN's incorporation and Federal tax identification status, and must therefore operate in a manner that protects and does not jeopardize the interests and tax status of both the Chapter and AACN.

1.0 Use of Name and Logo. Chapter is authorized to use AACN's name, acronym, and logo in conjunction with the Chapter's name. AACN will be the sole owner of the AACN name, acronym, and logo. The Chapter's acronym will be determined by AACN, and any logo created by or for Chapter as a Chapter-specific logo must be approved by AACN's Chapters Department.

2.0 Term, Termination, & Dues. The Term of this Agreement shall commence on the effective date (above), will continue for a period of three (3) years with all Chapters on the same charter cycle, and will be automatically renewed for successive three-year (3-year) terms, unless revoked by AACN or surrendered by Chapter, pursuant to the terms of this Agreement for revocation and surrender. It is the responsibility of the full Chapter Board to ensure the Chapter maintains compliance.

2.1 Probationary Period.

All newly chartered Chapters will begin their 3-year term in a probationary status, effective upon receipt by the National Chapters Department of this signed Chapter Charter Agreement. That probationary period will be for two (2) reporting quarters: (dates to be inserted by National Chapters Department). Upon completion of the probationary period, and provided the Chapter has met all requirements within the specified deadlines, the Chapter will be taken off of probationary status and will be notified of such by the National Chapters Department. From that point forward, the Chapter will be expected to continue to abide by the terms and conditions of the AACN Bylaws, Chapter Charter Agreement, and Chapter Governance Manual.

If the Chapter does not successfully complete its probationary period, defined as meeting all requirements within the specified deadlines, the Chapter will have proven that it is unable to operate in the manner that is required to be successful or to protect the non-profit and tax-exempt status of AACN, and will be disbanded. The disbanded Chapter will be allowed to apply for re-charter after 6 months, and would again be required to go through the probationary period.

2.2 Charter Dues.

Charter dues are \$120 for each 3-year period and will be due at the start of the 3-year period, and then on the subsequent 3-year renewal date. Dues may be subject to change in the future. Failure to pay the charter dues on time may result in revocation of the Chapter's charter.

For Chapters newly chartered, the dues are prorated based on the year within the cycle that the Chapter is chartered. The current Chapter cycle runs from July 1, 2008 through June 30, 2011. Chapters chartered in the first year of the cycle will pay \$120; Chapters chartered in the 2nd year will pay \$80; and Chapters chartered in the 3rd year of the cycle will pay \$40.

3.0 Chapter Membership & Communication. The primary Chapter officers, defined as the president, president-elect, treasurer, treasurer-elect (if applicable to the Chapter), and secretary shall maintain current, active National AACN membership. Those primary Chapter officers whose National memberships expire will lose access to the Chapter officers' area of the Web site, including the Chapter database and Good Standing grid. Please note that a treasurer-elect is a strongly recommended position, as noted in the Chapter Governance Manual. Many Chapters have treasurer-elects, and for those that do, the treasurer-elect will be considered one of the primary Chapter officers.

Chapter members must be members of National AACN. The terms and conditions of membership in AACN

will be determined exclusively by AACN. AACN will be the sole owner of the membership list of names, mailing addresses, email addresses, and phone numbers of all members. Chapter will maintain the confidentiality of the member list and will not sell, trade, transmit, or otherwise disseminate the membership list, in whole or in part, to any third party without the express prior written approval of AACN. Neither the chapter member list nor the chapter database shall be used to personally benefit any chapter members or officers.

Communication between Chapters and the Chapter Advisor and National Chapters Department is vital to the success of the Chapter. The primary Chapter officers:

- Shall maintain regular communication with the Chapter Advisor for the purpose of ensuring the continued success of the Chapter. This includes but is not limited to, responding to email and phone calls in a timely manner, and contacting the Chapter Advisor by email or phone to discuss Chapter needs or questions. Chapter shall also maintain regular communication with the National Chapters Department as requested.
- Shall maintain a current primary email address in their National member profile so that they receive email communications from the National Chapters department and their Chapter Advisor. Please note that if a work email address is utilized as a primary email address, there is potential for it to be blocked by your organization's spam filter. Therefore, it is recommended that a non-work email address be used for each officer's primary email address.

4.0 Obligations of Chapter. AACN operates on a Fiscal Year (FY) of July through June. For compliance with reporting requirements, it is highly recommended that Chapters follow the same Fiscal Year.

It is important that Chapter financial reporting is submitted in a timely manner, and contractual agreements in which Chapters intend to enter into are submitted to AACN to review so that AACN can ensure that both the Chapter and AACN are legally protected, and that AACN complies with government reporting requirements. It is the responsibility of all Chapter officers and Board members to regularly check their Chapter's Good Standing grid on the Chapter Officers Home Page of the Web site to ensure the Chapter is in full compliance at all times.

A summary of Chapter's obligations under this Agreement follow. Please refer to the Chapter Governance Manual for complete details.

4.1 Good Standing. Chapters shall maintain "Good Standing" status as identified by the following requirements. Chapters not in compliance with the Good Standing requirements may have their Charter revoked and be disbanded.

4.1.1 Chapters will agree to abide by this Charter Agreement as evidenced by the Chapter President's and Treasurer's signatures on the signature page of this Agreement.

4.1.2 The outgoing Chapter officers will review this Charter Agreement with the incoming officers during their annual officer transition.

4.1.3 Chapters will submit all financial reports by the specified deadlines:

Financials	Due Date
1 st Quarter (July-September)	November 15
2 nd Quarter (October-December)	February 15
3 rd Quarter (January-March)	May 15
4 th Quarter (April-June)	August 15

Chapters must include all of the following items in each quarterly report:

- Bank statements for the 3 month reporting period;
- Cash receipts records for the 3 month reporting period;
- Cash disbursement records for the 3 month reporting period;
- Bank reconciliation records for the 3 month reporting period

Chapters will submit the following annual items by the specified deadlines:

Annual Items	Due Date
Non-Employee Compensation Form	January 15
Chapter Officer List	May 15
Check Signer Form	August 15
Chapter Audit Form	August 15

4.1.4 Chapters that are habitually late submitting their reporting requirements may be disbanded at the discretion of the National Chapters Department. Extenuating circumstances, such as natural disasters, will be taken into consideration when making a final determination on disbandment.

4.2 Contracts and Grants. Chapter shall submit to AACN for review and approval the following agreements which the Chapter intends to enter. These contracts must be approved by National prior to the Chapter signing the contracts. Just as two signers are required for signing checks, two signers are also required on all contracts to which the Chapter commits. **Those two contract signers are the Chapter President, and Treasurer or the appropriate Chairperson.**

- Grants – all contracts
- Exhibit / Vendor – all contracts
- Sponsorship – all contracts
- Hotel / Facility – all contracts with a financial obligation greater than \$5,000
- Speakers – all contracts with a financial obligation greater than \$1,000
- Co-sponsored programs – submit all agreements to National. National AACN recommends a “letter of agreement” among Chapters collaborating on programs and special projects that outline each Chapter’s responsibilities and commitments along with a performance timeline.
- Any other contract or lease, including property or equipment leases – submit all other types of contracts or leases.
- Any financial commitments, regardless of the amount, which obligate the Chapter for longer than 1 year.

The contract review process may take up to ten (10) business days. If your contract does not need to be reviewed by National, it is recommended that the Chapter conduct its own review, using the Chapter Contracts & Grants Guidelines located on the AACN Web site.

4.3 Chapter Audit. The Chapter Audit is important to ensure the Chapter is operating in a fiscally responsible and legal manner. The Chapter Board will ensure an Annual Financial Review of the Chapter’s finances is conducted and the Chapter Audit Form is submitted by August 15th each year to AACN.

4.4 Chapter Records. Chapter shall send to AACN copies of appropriate records pertaining to the Chapter’s programs, activities, and operations as requested by AACN, and will retain for three (3) years all of the following records related to its operations:

- Business Records:
 - Meeting minutes from all Committee Meetings
 - Meeting minutes from all Chapter Board Meetings
 - Membership Records
- Financial Records:
 - Bank Statements
 - Cash Receipts Records
 - Cash Disbursement Records
 - Bank Reconciliation Statements
 - Quarterly Financial Reports

4.5 Tax-Exempt Status. Applicable only to U.S. Chapters: Chapters fall under AACN’s non-profit tax-exempt status as granted under section 501(c)(3) of the Internal Revenue Code, Federal Tax ID #95-2706905. Chapter agrees to abide by the Chapter Governance Manual pertaining to the tax-exempt status.

5.0 Chapter Support from National AACN. The Chapter will receive the following support and benefits from National AACN. With proper notification AACN may change support if it deems it is in the best interest of Chapter.

5.1 Consultation. AACN will make available consultation and advisory support to the Chapter to foster its success through, but not limited to, the Chapter Advisory Team (CAT) and national office staff.

5.2 Chapter Web Site & Email Address. AACN will provide the Chapter with a complimentary email address and Web site hosted by AACN. The Chapter can either upload its own Web site, or utilize the template provided by AACN. AACN may, at its discretion, add pertinent information to the Chapter's Web site at any time.

5.3 Chapter Database. AACN will provide Chapter Officers with access to their Chapter database for tracking of membership and Chapter officers.

5.4 Leadership Development Workshop (LDW). AACN will provide complimentary LDW registration for one current Chapter Officer. AACN may also, at its discretion, provide a stipend to Chapter to help offset the costs associated with the officer attending the LDW. Stipend may be used for airfare, hotel, or other expenses. Other officers and Chapter leaders are invited to attend the workshop for a nominal registration fee.

5.5 List Rental. AACN will provide up to four (4) complimentary list/label orders per fiscal year (July 1 – June 30) as requested by the Chapter to use for membership or event promotion. Additional lists beyond the four are available for purchase. The ordering procedure is posted on the AACN Web site.

5.6 Written Resources. AACN will make available to Chapter written resources that will guide the Chapter in its governance and management, including but not limited to, Chapter management resources, position descriptions for elected Chapter Board members, sample strategic plans, etc.

5.7 Free Event Promotion. AACN will provide Chapter with free event promotion of the Chapter's choosing on the AACN Web site, the AACN Certification Web site, in AACN News, the American Journal of Critical Care, and Critical Care News on a space-available basis.

5.8 Free Product Resources. AACN will make available to Chapter free product resources for the Chapter to promote AACN membership, certification, NTI and other key initiatives.

6.0 Revocation / Disbandment or Surrender of Charter / Re-Charter.

This Charter shall remain in effect unless it is revoked by AACN, or surrendered by Chapter. AACN shall have the authority to revoke the Charter of Chapter if the Chapter is in breach of any provision of this Agreement. In this event, the following will apply:

6.1 Revocation/Disbandment

- Any decision by AACN to revoke/disband Chapter's Charter shall be initiated by sending email notification to all Chapter Officers of record, specifying the grounds upon which the revocation is based. AACN shall provide Chapter with twenty-one (21) days from the date of such notice to satisfactorily resolve the issue(s).
- In the event that AACN determines that Chapter has not satisfactorily resolved the issue, AACN shall so notify Chapter in writing via email and will implement the disbandment process.
- All Chapter financial obligations shall be satisfied prior to the disbandment of the Chapter.
- All remaining monies in the Chapter's accounts are the property of, and will be surrendered to, AACN prior to the disbandment.
- In some cases, disbanded Chapters are able to regroup and re-charter after a period of time. In the event that the disbanded Chapter applies for re-charter within 6 months of disbandment, and upon successful completion of the probationary period, 50% of the monies that were surrendered to AACN at time of disbandment will be returned to the re-chartered Chapter.

6.2 Surrender of Charter

- Chapter may surrender its Charter by delivering to AACN's Governance Department written notice of its intention to do so no less than thirty (30) days prior to the effective date of such surrender. Written notice may be sent to the Governance Department at 101 Columbia, Aliso Viejo, California, 92656, or by email to Chapters@aacn.org.
- All Chapter financial obligations shall be satisfied prior to the surrender of Charter by the Chapter.
- All remaining monies in the Chapter's accounts are the property of, and will be surrendered to, AACN prior to the surrender of Charter.
- The Chapter will send written or electronic communication to all current Chapter members to notify them that the Chapter is being dissolved.
- In the event that the disbanded Chapter applies for re-charter within 6 months of disbandment, and upon successful completion of the probationary period, 50% of the monies that were surrendered to AACN at time of disbandment will be returned to the re-chartered Chapter.

6.3 Re-Charter of Chapter

- Disbanded Chapters interested in re-instatement may apply for re-charter under the following conditions:
 - A. All terms under the Revocation/Disbandment or Surrender of Charter have been completed.
 - B. The Chapter must agree to and abide by the terms and conditions of the Chapter Re-Charter Agreement, which places the Chapter in a probationary period for two (2) reporting periods.
 - C. Chapters that apply for re-charter \leq 1 year from the date of the Chapter disbandment and successfully complete their probationary period would:
 - utilize the same Chapter name that it had at the time of disbandment;
 - be on the same dues cycle that was in effect at the time of disbandment, and the dues paid at the beginning of that cycle would be re-instated (no additional charter dues would be due); and,
 - be required to abide by the terms and conditions of the original Chapter Charter Agreement that was signed by the (then) Chapter president and treasurer.
 - D. Chapters that apply for re-charter $>$ 1 year from the date of the Chapter disbandment and successfully complete their probationary period would:
 - be required to sign a new Chapter Charter Agreement; and,
 - be required to submit Chapter dues for the full 3-year cycle period.

7.0 Chapter Recourse. If Chapter Board of Directors believes that AACN has not lived up to its pledged support, Chapter will send written notification to the Chapter Advisor for the region, and to the Governance Department. Written notice may be sent to the Chapter Advisor via email at Region#@aacn.org, and to the Governance Department at 101 Columbia, Aliso Viejo, California, 92656, or by email to Chapters@aacn.org. The Governance Department and/or Chapter Advisor will respond within 5 working days to the Chapter officers to determine the course of action.

The Chapter officers have read and agree their Chapter will abide by this Agreement.

_____ **(Chapter Name)**

Signature: _____

Signature: _____

Printed Name: _____

Printed Name: _____

Title: Chapter President

Title: Chapter Treasurer

Date: _____

Date: _____

President's Email: _____

Treasurer's Email: _____

AACN National Membership #: _____

AACN National Membership #: _____

American Association of Critical-Care Nurses (AACN)

Signature: _____

Printed Name: Karen Certalic

Title: Chapter Specialist

Date: _____

Chapter Officer List

Chapter Name: _____

Chapter City, State & Zip: _____

(Please list the main city that the chapter is located in or is closest to.)

President

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

HOME PHONE _____ WORK PHONE _____

E-MAIL ADDRESS _____

AACN NATIONAL MEMBERSHIP NUMBER _____ EXPIRATION _____

President-elect

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

HOME PHONE _____ WORK PHONE _____

E-MAIL ADDRESS _____

AACN NATIONAL MEMBERSHIP NUMBER _____ EXPIRATION _____

Secretary

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

HOME PHONE _____ WORK PHONE _____

E-MAIL ADDRESS _____

AACN NATIONAL MEMBERSHIP NUMBER _____ EXPIRATION _____

Treasurer

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

HOME PHONE _____ WORK PHONE _____

E-MAIL ADDRESS _____

AACN NATIONAL MEMBERSHIP NUMBER _____ EXPIRATION _____

Treasurer - Elect

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

HOME PHONE _____ WORK PHONE _____

E-MAIL ADDRESS _____

AACN NATIONAL MEMBERSHIP NUMBER _____ EXPIRATION _____

Send to:

AACN Chapter Department
101 Columbia Aliso Viejo, CA 92656-4109

Phone: (800) 809-2273 ext. 365 Fax: (949) 448-5585

E-mail: chapters@aacn.org

AACN Website: www.aacn.org

Chapter Membership List

Chapter Name: _____ Total Number of Members in the Chapter: _____

Name		AACN Member Number	
Address	City	State	ZIP
Home phone	Work phone		Email

Name		AACN Member Number	
Address	City	State	ZIP
Home phone	Work phone		Email

Name		AACN Member Number	
Address	City	State	ZIP
Home phone	Work phone		Email

Name		AACN Member Number	
Address	City	State	ZIP
Home phone	Work phone		Email

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AACN Website: www.aacn.org

Attachments

AMERICAN
ASSOCIATION
of CRITICAL-CARE
NURSES

BYLAWS
OF
AMERICAN ASSOCIATION OF CRITICAL-CARE NURSES

ARTICLE I - NAME

Section 1. NAME

The name of this organization is American Association of Critical-Care Nurses (AACN), incorporated under the California Nonprofit Public Benefit Corporation Law.

ARTICLE II - STATEMENT OF PURPOSE

Section 1. MISSION STATEMENT

Patients and their families rely on nurses at the most vulnerable times of their lives. Acute and critical care nurses rely on AACN for expert knowledge and the influence to fulfill their promise to patients and their families. AACN drives excellence because nothing less is acceptable.

Section 2. VISION

The American Association of Critical-Care Nurses is dedicated to creating a healthcare system driven by the needs of patients and families where acute and critical care nurses make their optimal contribution.

Section 3. VALUES

As AACN works to promote its mission and vision, it is guided by values which are rooted in, and arise from, the Association's history, traditions and culture.

Section 4. ETHICAL STANDARDS

AACN encourages its members to always strive for the highest level of professionalism in nursing care. To this end, the Association directs its members to adhere to the Code for Nurses established by the American Nurses Association. AACN's mission, vision and values are framed within an ethic of care and ethical principles. An ethic of care is a moral orientation which acknowledges the interrelatedness and interdependence of individuals, systems and society.

ARTICLE III - MEMBERSHIP

Section 1. CATEGORIES

AACN shall have nine (9) categories of members: Active, Emeritus, Lifetime, International, Honorary, Student, Affiliate, Corporate, and Retired/Permanently Disabled. No member may hold membership in more than one category or more than one membership in the same category of membership in the Association.

Section 2. QUALIFICATIONS

Any person who is interested in any aspect of critical care nursing and who subscribes to the mission of AACN, agrees to abide by its charter and Bylaws, and meets such other criteria for membership as may be established by these Bylaws or by the Board of Directors, shall be eligible for membership.

- a. **Active Member.** Any United States citizen who resides inside or outside of the boundaries of the United States and who is licensed to practice as a registered professional nurse in one of the 50 United States, or any non-United States citizen who resides inside the boundaries of the United States and who is licensed to practice as a registered professional nurse in one of the 50 United States shall be eligible for active membership in the Association.
- b. **Emeritus Member.** Any active member who is over age 55 and has maintained active membership for 5 years or more in AACN shall be eligible for emeritus membership in the Association.
- c. **Lifetime Member.** Any active member who has rendered distinguished service or assistance to critical care nursing and the Association shall be eligible for lifetime membership in the Association. Members are elected to lifetime membership by a unanimous vote of the Board of Directors of this Association.
- d. **International Member.** Any person who is not a citizen of the United States and who is licensed or registered to practice professional nursing in any principality, country, nation or republic other than the United States, shall be eligible for international membership in the Association.
- e. **Honorary Member.** Any individual who has rendered distinguished or valuable service to critical care nursing, but who may not be eligible for active membership, shall be eligible for honorary membership in the Association. Individuals are elected to honorary membership by a unanimous vote of the Board of Directors of this Association.
- f. **Student Member.** Any citizen of the United States or non-United States citizen who is a student in an approved nursing program and is currently not licensed as a registered nurse shall be eligible for student membership in the Association.
- g. **Affiliate Member.** Any citizen of the United States or non-United States citizen who is: a) licensed to practice as a vocational or practical nurse; b) a student in an approved LVN or LPN program; c) a student in an area other than nursing; d) a non-nurse healthcare professional; e) a healthcare consumer; or f) a member of the corporate or political community shall be eligible for affiliate membership in the Association.
- h. **Corporate Member.** Any individual, organization, or association that supports the mission and values of AACN, shall be eligible for corporate membership in the Association.
- i. **Retired/Disabled Member.** Any member who has ceased their active practice in nursing by reason of permanent retirement or permanent disability.

Section 3. RIGHTS AND BENEFITS

Members shall have the rights conferred by this Section 3 and no other rights. Members shall have the benefits determined by the Board of Directors of this Association.

- a. **Active, Emeritus, Lifetime Members.** Active, Emeritus, and Lifetime members shall be entitled to vote, hold office and serve on committees and other volunteer groups.
- b. **International Member.** International members shall be entitled to vote, except they shall not be entitled to

hold office or serve on committees.

- c. Honorary, Student, Affiliate Members. Honorary, Student, and Affiliate members shall be entitled to attend membership meetings, except they shall not be entitled to vote, hold office, or serve on committees.
- d. Corporate Member. Corporate members shall not be entitled to vote, hold office, serve on committees, or be recipients of AACN grants, or scholarships.
- e. Retired/Disabled Members. Retired/Disabled members are entitled to attend membership meetings, except they shall not be entitled to vote, hold office, or serve on committees.

Section 4. APPLICATION AND ELECTION

All applications shall be submitted with evidence of the applicant's licensure by the appropriate state or federal licensing agency or with evidence of enrollment in an approved nursing program or an approved LVN or LPN program. All applications for Active, International, Emeritus, Student, Affiliate, Retired/Disabled, or Corporate membership shall also be submitted with the annual membership fees as established by the Board of Directors of this Association.

Those applicants for Active, International, Emeritus, Student, Affiliate, Retired/Disabled, or Corporate membership who do not meet the criteria for membership shall not be accepted into membership and their applications and fees shall be returned.

Those applicants for Lifetime or Honorary membership shall be elected to Lifetime or Honorary membership by a unanimous vote of the Board of Directors of this Association.

Section 5. ANNUAL MEMBERSHIP RENEWAL

- a. Membership for all members, other than Honorary and Lifetime Members, shall only be issued for a specific period of time. The dues for each member of the Association shall be determined by the Board of Directors. Members, except for Retired/Disabled, must send evidence of current licensure or enrollment in an approved nursing program, together with the dues payment, in order to renew membership. Retired/Disabled Members must send evidence of such status.
- b. The membership of any member who fails to renew membership within sixty (60) days from the time it is due shall expire. However, any member whose membership expires because of incomplete membership renewal may be reinstated by making application as described in Section 4 of this Article.

Section 6. VOTING RIGHTS

Each Active, International, Emeritus and Lifetime member shall be entitled to one vote.

Section 7. TERMINATION OF MEMBERSHIP

- a. Causes. The membership of any member of the Association shall terminate upon the occurrence of either of the following events:
 - i. The revocation or suspension of a member's license or registration as a nurse, or discontinuation of a member's enrollment in an approved nursing program.
 - ii. The conviction of a member for a felony which indicates that the member may be a danger to public health or safety.
- b. Procedure. Before AACN terminates any membership the following procedure shall be followed:

- i. A notice stating the reasons for the termination shall be sent to the member at least 15 days before the termination.
- ii. The notice shall be sent prepaid, by first class or registered mail, to the most recent address shown on AACN's records.
- iii. If the member decides that he or she would like an opportunity to be heard in person, AACN shall schedule a hearing at least five (5) days before the effective date of the termination. Alternatively, the member shall be given the right to submit a response in writing at least five (5) days before the effective date of the termination.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of members shall be held at a time and place determined by the Board of Directors for the purpose of receiving the results of the election of officers and directors, receiving reports of the Board of Directors, committees and other volunteer groups, and transacting such other business as may come before the meeting.

Section 2. SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or upon request of five percent (5%) of the total eligible voting membership. If the members want to request a special meeting, they shall make their request in writing signed by all requesting members, specifying the time and general nature of the business proposed to be transacted, and send the request to the President or the Secretary of the Association.

Section 3. NOTICE OF MEMBERS' MEETINGS

- a. Written notice of all membership meetings shall be sent to each member at his or her last recorded address at least 20 days, and not more than 90 days prior to the meeting. The notice shall include a statement of the place, day and hour of the meeting.
- b. Notice for special meetings shall state the general nature of the subject or subjects to be considered. If the subject is not described in this notice then no action can be taken on that subject at the special meeting.
- c. Notice for annual membership meetings shall describe the general matters which the Board of Directors, at the time of giving the notice, intends to present at the meeting.

Section 4. QUORUM

- a. Five percent (5%) of the members must be present, or represented by proxy, at any membership meeting of the Association to constitute a quorum. If a quorum is not present at a meeting, any action taken at that meeting will not be considered a valid action.
- b. Any vote taken by a written vote will be valid only if at least five percent (5%) of the members entitled to vote return written ballots.

Section 5. PARLIAMENTARY PROCEDURE

The usual parliamentary rules of order contained in "Roberts Rules of Order Revised" shall govern all meetings of the Association.

Section 6. ADJOURNED MEETING; NOTICE

A majority of the members present at any meeting may vote to adjourn that meeting, and continue the meeting at another time and place. No notice of the continued meeting is necessary if (1) a quorum was present at the original meeting; (2) the continued meeting date is set less than 45 days after the original meeting, and (3) no fixed record date is set for the continued meeting.

ARTICLE V - ELECTIONS AND VOTING BY MEMBERSHIP

Section 1. NOMINATIONS

- a. After receiving nominations from the membership, the Board of Directors shall select the candidate(s) for President-elect. Each nominee for President-elect shall have previously served as an officer or director of the Association for at least two years prior to assuming office as President-elect.
- b. After receiving nominations from the membership, the Nominating Committee shall prepare a list of candidates for the vacant director and nominating committee member positions.
- c. Members representing five percent (5%) of the membership may nominate candidates for election to the Board of Directors or Nominating Committee at any time prior to one hundred and ten (110) days before the date of the annual membership meeting. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.
- d. The list of candidates, their resumes and the ballot shall be submitted to all eligible voting members not less than sixty (60) days prior to the date of the annual membership meeting.

Section 2. VOTING

The persons entitled to vote at any meeting of members shall be members of the Association as determined in accordance with the provisions of Section 4 of this Article. Each such member shall be entitled to one (1) vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation or these Bylaws. Elections of directors, officers and nominating committee members shall be by written ballot, without a meeting. The candidate receiving the highest number of votes for each office shall be declared to be elected. In case of a tie vote, the tie shall be broken by secret ballots cast by all members of the Board of Directors as constituted prior to the election.

Section 3. MEMBER ACTION BY WRITTEN

BALLOT WITHOUT A MEETING

- a. Any action which may be taken at any regular or special membership meeting may be taken by written ballot without a meeting.
- b. Voting by members on the following matters shall be conducted solely by mail, electronic ballot, or facsimile ballot: (i) election of directors, officers, and nominating committee members; (ii) removal of

directors; (iii) filling vacancies on the Board of Directors; (iv) amendment of the Articles of Incorporation; (v) amendments of these Bylaws; (vi) transfer of substantially all of AACN's assets; (vii) adoption of merger agreements; and (viii) voluntary dissolution of AACN.

Section 4. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS

For the purpose of determining the members entitled to notice of any meeting of members, the record date for such determination shall be the ninetieth (90th) day preceding the date of the meeting. For the purposes of determining the members entitled to receive a written ballot in the absence of a meeting, the record date shall be the sixtieth (60th) day preceding the date on which the ballots are first mailed. For the purposes of determining the members entitled to vote at a meeting, the record date shall be the sixtieth (60th) day preceding the date of the meeting.

Section 5. PROXIES

- a. Every member entitled to vote on a matter may do so either in person at any regular or special meeting or by one or more agents authorized by a written proxy. The proxy must be signed by the member and filed with the Secretary of the Association. The form of all proxy votes must be solicited and submitted in conformance with the California Nonprofit Public Benefit Corporation law (Section 5513 and Section 5514, and their successors).
- b. In any vote to amend the Bylaws any proxy must specifically describe the nature of the amendment to the Bylaws.

Section 6. INSPECTORS OF ELECTION

The Board of Directors shall contract with an outside agency or appoint an objective person(s) to act as inspector(s) for any election. If appointed, the inspector(s) shall determine the manner, time, and validity of the vote taken in accordance with California laws and these Bylaws. The inspector(s) shall also tabulate the votes and decide any challenges associated with the right to vote.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. NUMBER, POWERS AND QUALIFICATIONS

AACN shall be governed by a Board of Directors composed of thirteen (13) members, including the President, President-elect, Secretary and Treasurer of the Association. Insofar as possible, members of the Board of Directors shall be elected from different geographical areas.

Section 2. TERMS OF OFFICE

The thirteen (13) member Board of Directors shall be composed of eleven (11) directors elected for three (3) year terms or until their successors are elected and qualified, and a President and President-elect each serving one (1) year terms or until their successors are elected and qualified. A Secretary and a Treasurer are elected from among the eleven directors by a vote of the whole Board. The term of appointment shall be one year. Two successive terms may be served, so long as the officer's original term as director is not exceeded. No person shall be elected as a director for more than two (2) consecutive terms. Any member filling an unexpired term for more than one-half of the term shall be considered to have served one (1) term.

Section 3. Accountabilities. The Board of Directors have the following accountabilities:

- a. Establish the vision, mission, and values statements for the organization

- b. Select, support, and assess the performance of the CEO
- c. Ensure effective organizational planning
- d. Manage resources effectively
- e. Determine, monitor, and strengthen the organization's programs and services
- f. Uphold legal and ethical integrity
- g. Recruit and orient new Board Members and assess Board performance
- h. Assure effective communication between AACN, Certification, Corporation, The InnoVision Group and the Foundation

Section 4. MEETINGS

Regular meetings of the directors shall be held at such times and at such places as the Board by resolution may determine for the purposes of organization, and the consideration of any other business which may properly be brought before the meeting. Special meetings of the Board may be called by the President or any three (3) other directors. Directors may conduct any meeting by means of a conference telephone (or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time).

Section 5. MEETING NOTICE

Notice of regular or special meetings of the directors shall be given to each director at least four (4) days prior to the time set for the meeting, if mailed, or at least forty-eight (48) hours prior to the meeting if delivered personally, by telephone or telegraph.

Section 6. QUORUM

A majority of the directors, three (3) of whom are officers, shall be necessary to constitute a quorum of the Board at any meeting, subject to the provisions of Sections 5233 and 5234 of the California Corporations Code (as to approval of transactions or contracts in which a director has a direct or indirect material financial interest), Section 5212 of that Code (as to appointment of committees), and Section 5238(e) of that Code (as to indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. ACTION WITHOUT A MEETING

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

Section 8. VACANCIES

In the event a vacancy occurs on the Board of Directors due to a change in status or otherwise, such office or directorship shall be filled in the following manner:

- (a) President: The President-elect shall assume the office.
- (b) President-elect: The President shall appoint a current member of the Board of Directors to fill the vacancy on a three (3) month interim basis. The Board of Directors shall nominate a candidate for this position to be approved by vote of the membership.
- (c) Board of Directors may appoint replacements for all other vacancies to fill the balance of the unexpired terms, except where a director has been removed by the members. Such a vacancy shall be filled by a written vote of the members.

Section 9. REMOVAL OF DIRECTORS

- a. Any elected director may be removed without cause if such removal is approved by the members. The members may remove a director only by written ballot. Notice of proposed removal must be given to the affected director and the membership.
- b. If a director fails to attend three (3) of the Board of Directors meetings during one fiscal year, such director shall be deemed to have resigned from the Board, and the vacancy shall be filled as provided in Section 7.
- c. If a director fails to perform the duties as provided for in Article VI, Section 3, the director may be removed by a majority vote of the other directors.

Section 10. RESTRICTION ON INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Association.

ARTICLE VII - OFFICERS

Section 1. NUMBER

The officers of the Association shall be the President, President-elect, Secretary, Treasurer, Chief Executive Officer and such other officers as the Board of Directors may authorize. An officer shall not hold more than one office at one time.

Section 2. TERM OF OFFICE

The President, President-elect, Secretary, and Treasurer shall hold office for a term of one (1) year or until their respective successors have been duly elected and qualified. The Chief Executive Officer shall hold office for as long a period as the Board of Directors chooses to retain him or her. No person shall be elected to the same office for more than two (2) consecutive terms. Any member filling an unexpired term for more than one-half of the term shall be considered to have served one term.

Section 3. PRESIDENT

The President shall provide for the general supervision and control of all business and affairs of the Association, subject to the control of the Board of Directors. The President shall preside at all meetings of the membership and the Board of Directors, appoint all volunteer group chairpersons and members except as provided in these Bylaws, serve as an ex officio member of all volunteer groups and perform and discharge all duties incident to the office of President and such duties as may be assigned by the Board of Directors.

Section 4. PRESIDENT-ELECT

The President-elect shall become familiar with the duties of the President and shall succeed to the Presidency at the expiration of the President's term of office.

Section 5. SECRETARY

The Secretary shall provide for the keeping of the following documents at the principal office of the Association: (i) a book of minutes of meetings of the Association and of the Board of Directors; (ii) the Articles of Incorporation; (iii) the Bylaws; (iv) the seal of the Association; and (v) the membership roster. The Secretary shall provide for notice to be given of all meetings of the Board of Directors and members in accordance with these Bylaws. The Secretary shall also perform all duties incident to the office of the Secretary and such other duties as the Board of Directors may prescribe.

Section 6. TREASURER

The Treasurer shall supervise the maintenance of all funds and securities of the Association and perform such other duties as may be prescribed by the Board of Directors.

Section 7. CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint a Chief Executive Officer who shall be a salaried employee of the Association. The Chief Executive Officer is to receive notice of and may attend all meetings of the Association, but shall not have the right to vote. The Chief Executive Officer shall be responsible for managing the business affairs of the Association subject to the control of the Board of Directors. The CEO shall appoint a Chief Financial Officer for the Association who shall not be a member of the Board of Directors.

Section 8. BONDING

The Board of Directors may require, at the expense of the Association, a good and sufficient surety bond from any officer, subordinate officer, employee or agent which the directors deem advisable for the faithful performance of their duties. All members of the Board of Directors shall be bonded at the expense of the Association for the term of their office. During their terms of office, all board members' Association activities shall be covered by liability insurance provided at the expense of the Association. Coverage under such policies shall be effective on the first day of the term of office at 12:01 a.m. and shall expire at 12:00 midnight on the last day of the elected term.

Section 9. COMPENSATION

Reasonable compensation may be paid to the President and President-elect for the purpose of maintaining professional dress and appearance while serving as public spokesperson and representative of AACN. The amount of such compensation shall be fixed as determined at the discretion of the Board of Directors. The Board may make a contribution to the employers of the President and President-elect; provided, however, that when the employer is the federal government the Board may consider authorizing payment of a stipend directly to the President or President-elect. Other elected officers and directors of the Association shall receive no compensation for their services but may be reimbursed for expenses approved by the Board of Directors.

ARTICLE VIII - COMMITTEES AND OTHER VOLUNTEER GROUPS

Section 1. NOMINATING COMMITTEE

The Nominating Committee shall be composed of not more than seven (7) members: three (3) directors and a Chairperson appointed by the President and three (3) persons elected by the general membership. The members shall be appointed or elected for a one (1) year term or until their successors are appointed or elected. The Chairperson of the Committee may be the Immediate Past President of the Association.

Section 2. VOLUNTEER GROUPS GENERALLY

Except as otherwise provided by these Bylaws, the Board of Directors may, by resolution or resolutions passed by a majority of the members thereof, appoint executive, standing or special committees, task forces, advisory boards, review panels, study groups, or other such volunteer groups for any purpose. If such groups are composed solely of directors, any of the powers and authority of the Board shall be delegated to such groups; except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law. Any group composed of persons, one or more of whom are not directors, may act solely in an advisory capacity to the Board. Such groups shall have power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board of Directors. The Board of Directors, or if the Board does not act, the groups, shall establish rules and regulations for meetings and shall meet at such times as is deemed necessary, provided that a reasonable notice of all meetings shall be given to group members. No act of a group shall be valid unless approved by the vote or written consent of a majority of the group's members. Groups shall keep regular minutes of proceedings and report the same to the Board from time to time as the Board may require.

Section 3. MEMBERSHIP

The Chairperson of each group (as defined in Section 2 above) shall be appointed by the President, unless such group has a Chairperson-elect, in which case the Chairperson-elect shall automatically become the Chairperson of the group upon the expiration of his/her term as Chairperson-elect. All other members of the group shall be appointed by the President.

The Board of Directors may, from time to time, adopt a resolution specifying those groups which shall have a Chairperson-elect elected by a vote of the members and may subsequently adopt a resolution providing that one or more of such groups shall return to having a Chairperson appointed by the President.

Section 4. TERM OF OFFICE

The Chairperson, Chairperson-elect and each member of a group shall serve until the next annual election of officers and directors and until his/her successor is appointed or elected, or until such group is sooner terminated, or until he/she is removed, resigns, ceases to be a member of the Association, or otherwise ceases to qualify as a Chairperson, Chairperson-elect or member, as the case may be, of the group.

Section 5. VACANCIES

Vacancies in any group may be filled for the unexpired portion of the term by appointment by the President; except for vacancies in the Chairperson position in any group which has a Chairperson-elect, in which case the vacancy shall be filled by the Chairperson-elect.

Section 6. MEETINGS; QUORUM

Each group shall meet as often as is necessary to perform its duties at such times and places as directed by its Chairperson or by the Board of Directors. A simple majority of the members of a group shall constitute a quorum of such group and the act of a majority of the members present at a meeting at which a quorum is present

shall be the act of the group.

Section 7. VOLUNTEER MEMBER CONSULTANTS

The Board of Directors may, by resolution, designate groups of volunteer member consultants to serve the Association in an advisory capacity as liaisons between the membership and the Board of Directors or between AACN and other associations. Volunteer member consultants will be appointed by the President and will serve until such time as his/her successor has been appointed, or until the position has been terminated, or until he/she is removed, resigns, ceases to be a member of the Association, or otherwise ceases to qualify as a volunteer member consultant. Vacancies may be filled for the unexpired portion of the term by appointment by the President.

ARTICLE IX - CHAPTERS

AACN may establish chapters as part of the Association. All AACN chapters must abide by these Bylaws and the Rules and Regulations for AACN Chapters as adopted by AACN. AACN chapters may adopt additional chapter governing provisions only upon approval of AACN, so long as such provisions conform to all Rules and Regulations for AACN Chapters and so long as such provisions adopted by chapters are consistent with these Bylaws. In the event that any provision of the Rules and Regulations for AACN Chapters differ from these Bylaws, the provision of the Rules and Regulations for AACN Chapters shall govern.

ARTICLE X - GENERAL PROVISIONS

Section 1. FISCAL AFFAIRS

The fiscal year of the Association shall be the twelve (12) month period as may be established by resolution of the Board of Directors.

Section 2. CONTRACTS

The Board of Directors may authorize any officer or officers or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 3. BOOKS AND RECORDS

- a. Inspection Rights. Members of the Association shall have such inspection rights and rights to copy Association records, subject to the rights of the Association, as are permitted by law and such other reasonable procedures adopted by the Association.
- b. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Association. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Chief Executive Officer and/or by such other person designated by the Board of Directors.

Section 5. GIFTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for general purposes or for any special purpose of the Association.

Section 6. ANNUAL REPORT

The Association shall provide each director and member of the Association an annual report within one hundred twenty (180) days of the close of its fiscal year. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Association for both general and restricted purposes, during the fiscal year.
- (e) Any substantial transaction involving directors or officers required by California Corporations Code Section 6322 (and its successors).

ARTICLE XI - MERGER

The Association may merge with other national, state or local organizations only upon approval by the total eligible voting membership.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by the Board of Directors under Section 5150 of the California Nonprofit Public Benefit Corporation Law. In addition, these Bylaws may be amended by a majority of the Active, International, Emeritus and Lifetime members.

ARTICLE XIII - INDEMNIFICATION

AACN shall indemnify all directors, officers, committee members, employees and agents of AACN, and their heirs and assigns, to the full extent permitted by the California Nonprofit Public Benefit Corporations law, Section 5238 (and its successors). The Board of Directors shall endeavor to purchase liability insurance for such indemnification.

Chapter Officer Responsibilities

The Board of Directors

The function of the Board of Directors is to establish and review major policies and plans for the chapter. Board members have specific legal and fiscal responsibilities to the members of the association.

Board members will work in cooperation with the president, fellow board members, committee members and the membership at large.

The Board of Directors is to represent the entire membership of the chapter. These officers are involved in making the decisions necessary for the daily operation of the chapter.

The purpose of the Board of Directors is to formulate the goals and objectives of the chapter and assure they are congruent with the goals and objectives of AACN. The Board also formulates and implements policies and procedures that will promote the educational purposes of AACN, and maintain a viable organizational structure for the chapter. In addition, the Board must evaluate the outcomes of the chapter's goals and objectives.

Responsibilities of the Board of Directors

- ◆ Formulates the annual goals and objectives of the chapter.
- ◆ Reviews and evaluates the projects of each chapter committee, to assure that projects meet the educational and professional purposes of the chapter, as well as AACN National.
- ◆ Advises, supports, and encourages the growth and development of each chapter committee and chairperson.
- ◆ Follows the progress of each committee project through completion.
- ◆ Writes, reviews, and revises chapter policies and procedures, as necessary.
- ◆ Votes on all policies affecting the membership.
- ◆ Formulates and approves the yearly chapter budget.
- ◆ Formulates long range plans for continued chapter development.
- ◆ Performs other responsibilities as designated.

Composition of the Board of Directors

- ◆ Officers of the chapter will be president, president-elect, secretary, treasurer, treasurer-elect and other officers and directors that the chapter members may authorize.
- ◆ The president or president-elect will preside at all meetings of the Board of Directors.

Operating Guidelines for the Board of Directors

- ◆ Meetings of the Board of Directors will be established at the beginning of each term of office for the period of one year.
- ◆ Emergency meetings will be scheduled, as deemed necessary, by the president or majority vote of the Board.
- ◆ Each elected official is entitled to one vote and all motions must be passed by a majority vote of the Board.
- ◆ Meetings will be conducted according to *Robert's Rules of Order Newly Revised*.
- ◆ Prior notice of a Board of Directors meeting, of at least four (4) days, should be given to the Directors.
- ◆ Committee chairpersons will submit goals and objectives for their committee at the first Board meeting of the fiscal year. These objectives will be reviewed by the Board at periodic intervals. Committee chairpersons will submit reports documenting progress on activities outlined in the goals and objectives on a quarterly basis or as applicable.

- ◆ Only the members of the Board of Directors, who have been elected by the chapter membership, may vote on issues affecting chapter activities.

President

The president shall preside at all meetings of the chapter, execute all conveyances, notes, contracts or other instruments authorized by the members, appoint all committee chairpersons as provided by these bylaws, serve as an ex-officio member of all standing committees, and perform and discharge all duties incident to the office of the president and such other duties as may be assigned by the members.

Responsibilities of the President

- ◆ Possesses a working knowledge of the organizational structure of AACN and the chapter.
- ◆ Presides at all meetings of the general membership.
- ◆ Presides at all meetings of the Board of Directors.
- ◆ Schedules meetings of the Board of Directors, as necessary.
- ◆ Formulates the agenda for all Board meetings and business meetings of the general membership.
- ◆ Appoints all non-elected chapter committees, special interest groups, and task force chairpersons.
- ◆ Reviews annual goals and objectives with each committee chairperson, and, in consultation with chairpersons and the Board of Directors, formulates a yearly budget.
- ◆ Coordinates chapter committee meetings in consultation with Board members.
- ◆ Serves as an ex-officio member of all standing committees.
- ◆ Informs the general membership of chapter progress, nursing issues, and National AACN information through general meetings and chapter publications.
- ◆ Develops leadership potential of chapter members by utilizing the dynamics of group process for problem solving and goal attainment.
- ◆ Establishes clear lines of communication.
- ◆ Assures records of the chapter are maintained as necessary.
- ◆ Completes Quarterly Activity Reports, in consultation with the chapter secretary and treasurer.
- ◆ Works collaboratively with the president-elect to provide for continuity of leadership and smooth transition of chapter leadership.
- ◆ Serves as liaison between membership, chapter Board of Directors, Chapter Advisor, and the National Office of AACN.
- ◆ Consults with the regional Chapter Advisor.

President-elect

The president-elect shall become familiar with the duties of the president and shall succeed to the presidency at the expiration of the president's term of office. The president-elect shall perform the duties of the office of president in the absence of the president or in the case of inability to act and, when so acting, shall have all powers of, and be subject to, all the restrictions upon the president, and shall perform such other duties as the members may from time to time specifically prescribe. The office of president-elect shall be open only to those members who have served on the Executive Board or as committee chairperson of the chapter.

Responsibilities of the President-elect

- ◆ Works collaboratively with the chapter president throughout his or her term of office to provide for continuity of leadership and smooth transition of chapter leadership.
- ◆ Perform presidential duties, in the absence of the chapter president.
- ◆ May serve as a chairperson of a committee, such as strategic planning, if appropriate.
- ◆ Perform such duties, as assigned by the chapter Board of Directors and the president.

Secretary

The secretary shall keep or cause to be kept the minutes of the meetings of the chapter and shall give or cause to be given notice of all meetings in accordance with these bylaws. The secretary shall also keep, or cause to be kept, all chapter records with the exception of educational records, and shall, in general, perform all duties incident to the office of secretary and such other duties as the members may prescribe.

Responsibilities of the Secretary

- ◆ Insures that notice is given of all meetings of the membership, at least seven (7) days in advance.
- ◆ Maintains all official records of the chapter, including chapter charter, financial reports, minutes of board meetings, business meetings and committee meetings.
- ◆ Provides the Board of Directors, committee chairpersons, and chapter members with minutes of meetings prior to the next meeting.
- ◆ Maintains, in conjunction with the treasurer, a current committee and membership roster, and distributes the same to all members of the Board of Directors, as necessary.
- ◆ Facilitates an open communication network by:
 - Forwarding copies of all correspondence to the chapter president or other designated person.
 - Maintaining correspondence with the National Office, as directed by the chapter president.
- ◆ Assist committees as necessary with correspondence pertaining to their activities.

Treasurer

The treasurer and treasurer-elect shall have charge and custody and be responsible for all funds and securities for the chapter, receive and give receipts for all monies due and payable to the chapter from any source whatsoever, deposit all such monies in the name of the chapter in such banks or other depositories as shall be decided by the membership, account for and record all financial transactions by the chapter, prepare and render quarterly and annual reports to the chapter and the National Office of AACN within thirty (30) days after the end of each reporting period (3/31, 6/30, 9/30 and 12/31) and whenever called by twenty-five percent (25%) of the membership; and perform such other duties as may be assigned by the members.

Responsibilities of the Treasurer

- ◆ Reviews chapter finances for the past year with the outgoing treasurer to prepare for the coming year.
- ◆ Conforms to National AACN's "Chart of Accounts", while maintaining chapter financial records.
- ◆ Prepares a treasurer's report for presentation at each business meeting and/or Board meeting.
- ◆ Coordinates the financial aspects of registration at monthly meetings and symposiums with the Membership Committee or other appropriate committee.
- ◆ Collects annual chapter dues from members and maintains accurate financial records.
- ◆ Prepares quarterly financial statements to be submitted in a timely manner to the National Office of AACN.
- ◆ Formulates an annual budget for the fiscal year in consultation with the chapter Board of Directors.
- ◆ Prepares an annual financial statement of the chapter for publication in the chapter newsletter.
- ◆ Assists the chapter Membership Committee in maintaining an up-to-date membership list.
- ◆ Maintains systematic and accurate accounting records.
- ◆ Educates chapter committee members to utilize the tax-exempt number appropriately.
- ◆ Works collaboratively with treasurer-elect, if present, throughout his or her term of office, to provide a smooth transition.

Treasurer-elect

The treasurer-elect is a recommended Board position. Many chapters are finding that to improve financial accountability and maintain continuity with the budget, it is helpful to include a treasurer-elect position. The treasurer-elect must become familiar with the duties of the treasurer, so he or she can succeed the treasurer at the expiration of his or her term, or resignation. In addition, the treasurer-elect should be prepared to perform the

duties of the treasurer, in their absence, or due to the treasurer's inability to fulfill the responsibilities of his or her office.

Responsibilities of the Treasurer-elect

- ◆ Serves as assistant to the chapter treasurer.
- ◆ Works collaboratively with the chapter treasurer, throughout his or her term to provide a smooth transition.
- ◆ Performs treasurer activities as delegated by the treasurer, or as assigned by the chapter Board of Directors.
- ◆ Becomes familiar with the bylaws and financial record keeping.
- ◆ Becomes familiar with the system of financial reporting to the AACN National Office.