

BYLAWS
OF
AMERICAN ASSOCIATION OF CRITICAL-CARE NURSES

ARTICLE I - NAME

The name of this organization is American Association of Critical-Care Nurses (sometimes referred to herein as “AACN” or the “Association”), 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. 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 of the Association (sometimes referred to herein as the "Board"), 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 the Association.
- d. **International Member.** Any person 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 the 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 non-registered nurse, including other healthcare professionals, consumers, members of the corporate community, shall be eligible for affiliate membership in the Association.
- h. **Corporate Member.** Any organization, or association that supports the mission and values of AACN, shall be eligible for corporate membership in the Association.
- i. **Retired Member.** Any registered nurse 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 the Association.

- a. Active, Emeritus and Lifetime members shall be entitled to vote, hold office and serve on committees as defined by board policy and other volunteer groups.
- b. International members shall be entitled to vote, except they shall not be entitled to hold office or serve on committees as defined by board policy.
- c. Honorary, Student, and Affiliate members shall be entitled to attend membership meetings and participate in chapters, except they shall not be entitled to vote in elections, hold office, or serve on committees as defined by board policy.
- d. Corporate members shall not be entitled to vote in elections, hold office, or serve on committees as defined by board policy or be recipients of AACN grants or scholarships.
- e. Retired members shall be entitled to attend membership meetings and participate in chapters and to vote except they may not hold office, or serve on committees as defined by board policy.

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. All applications for membership shall also be submitted with the annual membership fees as established by the Board of Directors of the Association.

Those applicants 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 the 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.
- b. Any membership that is not renewed by the due date shall expire.
- c. Any member may reinstate his/her expired membership by applying as described in Section 4 of this Article.

Section 6. VOTING RIGHTS

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

Section 7. TERMINATION OF MEMBERSHIP

- a. Causes for Termination. The Association may terminate the membership of any member of the Association if:
 - i. The member's license or registration as a nurse is revoked or suspended, or if the member discontinues enrollment in an approved nursing program.
 - ii. The member is convicted of a felony or;
 - iii. The member engages in any conduct the Board of Directors deems prejudicial to the welfare or reputation of the association.
- 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 and/or via electronic communication to the most recent contact address shown in AACN's records.
 - iii. If the member decides that he/she would like an opportunity to be heard orally, 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.
- c. Effect of termination. Termination shall not relieve a member from any obligations incurred or commitments made to the Association prior to the termination.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. 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 2. ELECTRONIC MEETINGS

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication (1) if the Association implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the

meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Association.

Section 3. NOTICE OF MEMBERS' MEETINGS

- a. Written notice of all membership meetings shall be mailed or e-mailed to each member at his/her last recorded address at least twenty (20) days, and not more than ninety (90) days prior to the meeting. The notice shall include a statement of the place, date and time of the meeting, and the means of electronic transmission by and to the Association or electronic video screen communication, if any, by which members may participate in that meeting.
- b. Notice for special meetings shall state the general nature of the subject or subjects to be considered and the business to be transacted. If the subject or business to be transacted is not described in this notice then no action can be taken on that subject at the special meeting.
- c. Notice for regular 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. Three percent (3%) 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. If less than one-third of the voting members are in attendance, in person or by proxy, at a regular meeting, the only matters that may be voted upon are those the general nature of which was given in the notice of the meeting.
- c. Any vote taken by a written vote will be valid only if at least three percent (3%) of the members entitled to vote return written ballots within the time period specified.

Section 5. PARLIAMENTARY PROCEDURE

Except insofar as they are inconsistent with these Bylaws or applicable law, 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, (3) no new record date is fixed for the continued meeting, and (4) the time and place thereof (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which the adjournment is taken. No meeting may

be adjourned for more than 45 days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the 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 twenty (120) days before the date of start of the term of office to be served. 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 thirty (30) days before the date when such written ballots shall be due to the Association and not less than ninety (90) days prior to the start of the term of office to be served. The ballot shall provide a reasonable time within which to return the ballot to the Association, which period shall be determined by the Board.

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 if the Association distributes a written ballot to every member entitled to vote on the matter. The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association.
- b. The solicitation of votes by written ballot shall be in a manner consistent with the notice provisions for meetings of members. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.
- c. 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 sent. 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. The individuals holding the offices of President and President-elect of the Association shall be members of the Board of Directors by virtue of their office. Insofar as possible, members of the Board of Directors shall be elected from different geographical areas.

Section 2. TERMS OF OFFICE

Directors shall be elected for three (3) year terms or until their successors are elected and qualified, except for the President and President-elect, whose terms as members of the Board of Directors shall be coterminous with their terms as officers (unless such individuals were already elected members of the Board of Directors, in which case their terms shall be the longer of their terms in office or their terms as Directors). 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 has the following accountabilities:

- a. Establish the vision, mission, and values statements for the Association;
- 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; and
- h. Assure effective communication between AACN and the AACN Certification Corporation.

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 participate in any meeting by means of a conference telephone, electronic video screen communication, or any similar communications equipment, and participation by such means constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another at the same time and each director may participate fully in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

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 e-mail.

Section 6. QUORUM

A majority of the number of directors authorized by the Board pursuant to Article VI, Section 1 of these Bylaws, including at least three (3) 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, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

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.

The members may elect a director at any time to fill any vacancy not filled by the directors.

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. Any elected director may be removed by the board if the director has been found by a final order or judgment of any court to have breached his or her duties to the corporation or convicted of a felony or found to be of unsound mind, or if the director ceases to meet the qualifications for a director.
- c. 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.

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 AND OFFICES

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. ELECTION AND TERM OF OFFICE

The President-elect shall be nominated and elected under the process described in Article V. The President-elect shall become President upon the expiration of the President's 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 President and President-elect may not be elected to succeed themselves. The Secretary and Treasurer of the Association shall be elected by the Board of Directors from among the members of the Board of Directors. Individuals serving in the offices of Secretary or Treasurer may be elected to succeed themselves for one (1) additional term, but shall not 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. The Chief Executive Officer shall hold office for as long a period as the Board of Directors chooses to retain him or her.

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, the President or his/her designee shall 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, in collaboration with the CEO, shall provide for the keeping of the following documents at the principal office of the Association: (i) minutes of meetings of the Association and of the Board of Directors; (ii) the Articles of Incorporation; (iii) the Bylaws; and (iv) the seal of the Association. The Secretary, in collaboration with the CEO, 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 and not a member of the Board of Directors. 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. The salary and benefits paid to the Chief Executive Officer and Chief Financial Officer shall be reviewed by the Board, or an authorized committee thereof, and shall only be approved by the Board or authorized committee upon a determination that such compensation is just and reasonable. This review and approval shall occur initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

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 fulfilling obligations of their role as defined in the board policy. The amount of such compensation shall be fixed as determined to be just and reasonable 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 OF THE BOARD

Section 1. COMMITTEES OF THE BOARD GENERALLY

Except as otherwise provided by these Bylaws, the Board of Directors may, by resolution or resolutions passed by a majority of the directors then in office, provided that a quorum is present, appoint executive, standing or special committees for any purpose. Each such committee shall consist of two or more directors and shall serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. Such committees shall consist solely of members of the Board of Directors and, to the extent provided in these Bylaws or by resolution of the Board, shall have all the authority of the Board except with respect to:

- (1) The approval of any action that requires approval of the members;
- (2) The filling of vacancies on the Board or in any committee which has the authority of the board;
- (3) The fixing of compensation of the directors for serving on the Board or on any committee;
- (4) The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (5) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (6) The appointment of committees of the Board or the members thereof;
- (7) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for director than can be elected;
- (8) The approval of any self-dealing transaction except as provided in California Corporations Code Section 5233(d)(3); and

(9) Any other power or authority restricted by law.

The provisions of Article VI Sections 4, 5, 6, and 7 governing meetings of the Board shall also apply to meetings of committees of the Board mutatis mutandis.

Section 2. AUDIT COMMITTEE

The Association shall have an Audit Committee appointed by the Board of Directors. The Audit Committee shall not include persons who are on the staff of the Association. The Chairperson of the Audit Committee and more than half of the members of the Audit Committee must be persons who are not members of the finance committee, if the Association has such a committee. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Association are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in paragraph Section 12586(e)(1) of the California Government Code, and shall approve performance of nonaudit services by the auditing firm.

ARTICLE IX – VOLUNTEER GROUPS

Section 1. VOLUNTEER GROUPS GENERALLY

The Board of Directors or their designee may appoint task forces, advisory boards, review panels, study groups, or other such volunteer groups for any purpose, which may include as members persons who are not directors. 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, each volunteer group, 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 volunteer group shall be valid unless approved by the vote or written consent of a majority of the volunteer group's members. Volunteer groups shall keep regular minutes of proceedings and report the same to the Board from time to time as the Board may require.

Section 2. NOMINATING COMMITTEE

The Nominating Committee shall be a volunteer group composed of not less than seven (7) members or more than twelve (12) members: a minimum of three (3) directors and a Chairperson appointed by the President and a minimum of 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, and may not serve more than two (2) consecutive terms. The Chairperson of the Committee may be the Immediate Past President of the Association.

Section 3. MEMBERSHIP

The Chairperson of each volunteer group shall be appointed by the President or his/her designee, 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 or his/her designee. 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 volunteer group shall serve until his/her successor is appointed or elected, or until such group is 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 volunteer 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 volunteer 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 or his/her designee 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 X - CHAPTERS

AACN may establish chapters as part of the Association. All AACN chapters must abide by these Bylaws and the Governance Manual 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 with the Governance Manual for AACN Chapters and so long as such provisions adopted by chapters are consistent with these Bylaws. The provisions of Article III, Section 3 of these Bylaws shall not apply to the governance of individual chapters. In the event that any provision of the Governance Manual for AACN Chapters differ from these Bylaws, the provision of the Governance Manual for AACN Chapters shall govern.

ARTICLE XI - 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. Required Records. The Association shall keep: (1) adequate and correct books and records of account; (2) minutes of the proceedings of its members, board and committees of the board; and (3) a record of its members giving their names and addresses and the class of membership held by each.
- b. Inspection by Members. 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.
- c. 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 (120) 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).

An additional report of the election results and updates from the Board of Directors shall be provided to each director and member annually within one hundred twenty (120) days of the close of its fiscal year.

ARTICLE XII - MERGER

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

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by the Board of Directors except as provided 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, Retired and Lifetime members.

ARTICLE XIV - 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.