

North Dakota Organization of Nurse Leaders

Bylaws

October 6, 2019

ARTICLE I: NAME

This organization shall be known as the North Dakota Organization of Nurse Leaders (NDONL), division of the North Dakota Hospital Association (NDHA), a non-profit organization,

ARTICLE II: REGULATIONS

SECTION 2.1. Authority:

The NDONL Executive Committee is hereby authorized to develop and implement regulations by which certain internal and external activities of NDONL shall be governed ("Regulations"). The regulations shall at all times be subordinate to these Bylaws.

Whenever possible, the terms of the Regulations shall be construed as consistent with these Bylaws, but if an irreconcilable conflict exists, the terms of the Bylaws shall prevail, and the conflicting terms of the Regulations shall be construed as void and without effect.

ARTICLE III: MEMBERSHIP

SECTION 3.1. Full Members:

Full Members of NDONL shall consist of Registered Nurse (RN) leaders or aspiring leaders. This includes those RNs who hold or aspire to hold an organizational role of administration/management who are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered; faculty in graduate and undergraduate nursing programs, including deans and directors; consultants in nursing administration / management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; and editors of professional journals.

Full Members shall have the right to hold any elected position; vote on organizational issues; elect a slate of candidates for service on the Executive Committee; and shall have the right to elect officers of NDONL, except for any officers appointed by the Executive Committee as set forth in the Bylaws.

Full Members shall have the right to vote on amendments to the NDONL Bylaws and Regulations and on any increase in the dues proposed by the Executive Committee.

SECTION 3.2. Student Members:

Student Members of the NDONL shall be full time US Nursing Students in Associate Degree, Diploma, Baccalaureate, generic Masters and generic Doctoral programs preparing students for Registered Nurse licensure. They may attend NDONL business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for officers of NDONL.

SECTION 3.3. Affiliate Members.

Affiliate Members of NDONL shall be individuals who are not Registered Nurses but who support the mission and vision of NDONL. They may attend business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for Officers of NDONL except as otherwise set forth in these Bylaws.

SECTION 3.4. Honorary Members.

Honorary membership is conferred for life upon the recommendation and action by the NDONL Executive Committee. Once conferred, honorary members may attend NDONL business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for the Officers of NDONL except as otherwise set forth in these Bylaws.

SECTION 3.5. Retired Members.

Retired membership shall be any Full NDONL Member who is retired from the profession and has maintained NDONL membership for a period of five consecutive years prior to their application. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception on holding office at the state level.

SECTION 3.6. Eligibility Status Change.

Members who, because of change in position or unemployment, or who do not continue to meet the criteria for Full or Associate membership may extend membership in their current membership category for two years.

SECTION 3.7. Definitions.

For the purpose of these Bylaws, the term "health care institution" is defined as a facility that provides primary care, occupational health care, school health programs, acute care, sub-acute care, ambulatory/outpatient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care, and/or hospice care. For the purpose of these Bylaws, the term "health care system" includes the multiinstitutional systems, healthcare networks, the single hospital multicorporation, and system of other health care institutions as defined in this section.

SECTION 3.8. Meetings of the Membership.

The membership shall meet quarterly at a date, time and place established by the Executive Committee. Advance notice of the meetings shall be made. Special meetings may be called in addition to the regular meetings at the discretion of the Executive Committee or at request of the membership. One of the quarterly meetings shall be designated as the Annual Meeting. In the case of an emergency the Executive Committee, by a two-thirds vote, may cancel a meeting. All efforts shall be made to hold the Annual Meeting in conjunction with the NDHA Annual meeting prior to the end of the fiscal (calendar) year.

SECTION 3.9. Quorum and Action.

Members present shall constitute a quorum for the transaction of business. A vote of a majority of Full Members present and voting at a meeting at which a quorum is present shall constitute the act of the Full Members unless the Bylaws require the vote to be a greater number.

ARTICLE IV: EXECUTIVE COMMITTEE**SECTION 4.1. Composition:**

There shall be an Executive Committee consisting of the President, President-Elect, Secretary/Treasurer and two Members-at-Large.

SECTION 4.2. Eligibility:

Each Executive Committee Member shall be a member in good standing with the NDONL.

SECTION 4.3. Duties of the Executive Committee:

The Executive Committee shall have authority to:

- a. Recommend administrative policies governing the affairs of the NDONL and promote measures for further growth and development;
- b. Establish rules and procedures for the Executive Committee and NDONL;
- c. Approve reports, resolutions or actions of officers, committees and task forces;
- d. Approve the annual budget for recommendations to the NDONL membership;
- e. Serve as official members of all committees and task forces as appropriate.

The Executive Committee shall not incur any liability in excess of two hundred dollars (\$200.00) over the approved budget without approval from the NDONL memberships.

The Executive Committee shall:

- a. Approve appointments to committees and/or task forces;
- b. Review the eligibility of nominees for office;
- c. Report any business transacted in the interim between meetings;
- d. Submit an annual written report to the membership about the annual meeting.

SECTION 4.4. Resignation:

A NDONL Executive Committee member may resign at any time by giving written notice to the NDONL President. The resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon receipt of such resignation by the NDONL President.

SECTION 4.5. Vacancies:

Any vacancy occurring among the Executive Committee shall be filled by a Full Member appointed by the President and approved by the NDONL Executive Committee.

SECTION 4.6. Removal:

Any Executive Committee member may be removed at any time, with cause, by a 2/3 vote of the NDONL Executive Committee. Removal shall be either automatic or discretionary. Automatic removal shall be effected if a Member a) loses his/her license to practice, or b) moves out of the state. Discretionary removal may be exercised against Executive Committee Members who have demonstrated an inability or unwillingness to carry out and facilitate the approved policies and purposes of NDONL or who have resigned or been removed as NDONL Officers.

SECTION 4.7. Membership Meetings:

Members shall meet quarterly at a date, time and place established by the Executive Committee. Advance notice of all the meetings shall be made. One of the quarterly meetings shall be designed as the Annual Meeting. In the case of an emergency the Executive Committee by a two-thirds vote, may cancel a meeting. All efforts shall be made to hold the Annual Meeting in conjunction with the NDHA Annual Meeting prior to the end of the fiscal (calendar) year.

SECTION 4.8. Special Meetings:

Special meetings of the NDONL Executive Committee may be held at any time on the call of the President, at the request in writing of any two (2) or more NDONL Executive Committee Members.

SECTION 4.9. Notice of Special Meetings: Notice of each special meeting of the NDONL Executive Committee shall be sent to each NDONL Executive Committee Member at his or her place of business, at least two (2) days before the day which the meeting shall be held.

SECTION 4.10. Quorum and Action:

Members present of the Executive Committee shall constitute a quorum for the transaction of business. Executive Committee Members may participate in and act at any meeting of the Executive Committee through the use of a conference telephone or other communications equipment, which enables all persons participating in the meeting to communicate with one another.

SECTION 4.11. Action Without a Meeting:

Any action which may be taken at a meeting of the Executive Committee Members without a meeting if, prior to such action, a consent in writing setting forth such action assigned by all of the Executive Committee Members and is filed in the minutes of the proceedings of the Executive Committee. Any such consent shall have the same effect as a unanimous vote.

SECTION 4.12. Conflict of Interest:

The presence and/or vote of an Executive Committee Member, who is directly or indirectly a party to a transaction, may be counted in determining whether a quorum is present but may not be counted when the Executive Committee takes action on the transaction.

ARTICLE V: OFFICERS**SECTION 5.1. Eligibility:**

Each officer shall be a member in good standing of the NDONL. The President, President-Elect and the Treasurer shall be members in good standing of the AONE and shall have their AONE membership paid by NDONL.

SECTION 5.2. President:

The President shall have all the powers and appoint all committees, treasure/secretary, and one member-at-large, with the approval of the NDONL Executive Committee. The President is a representative on the North Dakota Center of Nursing Board for NDONL. The President shall serve as a chair of the Nominating Committee.

SECTION 5.3. President Elect:

The President-Elect shall have all the powers and perform all of the duties of the President in the absence or incapacity of the President. The President-Elect shall serve as a chair person on the Committee on Strategic Planning. The President-Elect shall perform such duties as may be assigned to them by the NDONL Executive Committee. The President-Elect is a representative on the North Dakota Center of Nursing Board for NDONL.

SECTION 5.4. Treasurer/Secretary:

The Treasurer/Secretary is appointed by the President with the approval of the NDONL Executive Committee for a two-year term. The Treasurer/Secretary shall:

- a. Be responsible for review and oversight of significant NDONL activities related to financial planning and budgeting and
- b. Record and publish minutes of the meeting of the Executive Committee and meetings of the full membership.
- c. Perform all the duties as from time to time may be assigned by the President or by the Executive Committee.

SECTION 5.5. Term of Office:

The President and President-Elect shall each serve a two-year term. The President-Elect succeeds to the office of President at the end of a two-year term as President Elect.

The President-Elect becomes the President and the newly elected President-Elect takes office at the beginning of the fiscal (calendar) year.

The term Treasurer/Secretary shall be for two years with unlimited terms.

SECTION 5.6. Resignation:

Any Officer may resign at any time by giving written notice to the NDONL President; and if the President, by giving written notice to the NDONL Executive Committee, which resignation shall become effective upon the date specified therein, or, if not date is specified therein, upon the receipt of such resignation by the appropriate individual(s).

SECTION 5.7. Removal:

Any of the Officers designated in Section 5.1 may be removed at any time, with cause, by a 2/3 vote of the NDONL Executive Committee; whenever in their judgment the best interests of NDONL will be served thereby. Any Officer shall be automatically removed for loss of Full Membership. Discretionary removal may be exercised against Officers who have demonstrated an inability or unwillingness to carry out and facilitate the approved policies and purposes of NDONL or who have resigned or been removed as NDONL Officers.

SECTION 5.8. Vacancies and Appointments:

Any vacancy occurring among the Executive Committee shall be filled by a Full Member appointed by the President and approved by the NDONL Executive Committee.

If the office of President becomes vacant, the President-Elect shall succeed to the office of President and shall continue to serve as President for the subsequent term.

If the offices of both President and President-Elect shall become vacant, the Executive Committee shall appoint, from the membership of the Executive Committee, a President pro tempore to serve for the remaining portion of the unexpired term. At the next regular election of the NDONL, a President and President-Elect shall be elected in accordance with the provision of these bylaws.

If the office of President-Elect shall become vacant, the Executive Committee shall appoint a President-Elect pro tempore from the membership of the Executive Committee. At the next meeting of the NDONL, a President-Elect shall be elected in accordance with the provision of these bylaws.

If other officer positions shall become vacant, the Executive Committee shall fill the vacancy by appointment of an eligible member of the NDONL for the unexpired term.

Any vacancy occurring among the Executive Committee shall be filled by a Full Member appointed by the President and approved by the NDONL Executive Committee.

SECTION 5.9. Duties.

The President shall:

- a) Preside at all meetings of the NDONL:
- b) Serves as chairperson of the Executive Committee:
- c) Establish time and place of Executive Committee meetings:
- d) Notify the Executive Committee of all meetings:
- e) Prepare an agenda for all meetings:
- f) Represent, or appoint a member to represent, the NDONL when representation is requested from other organizations:
- g) Appoint the chairperson and members to all committees and task forces with the approval of the Executive Committee:
- h) Report current activities of the AONE to the Executive Committee and the membership:
- i) Report activities of the Chapter to the AONE:
- j) Maintain compliance with SO1C6 requirements;
- k) Maintain Articles of Incorporation

The President-Elect shall:

- a) In the absence of the President, perform all duties and assume all responsibilities of the President:
- b) Serve as chairperson of the Strategic Planning and Program Committee and submit an annual budget recommendation for same to the Treasurer/Secretary forty-five (45) days in advance of the annual (October) meeting:

The Treasurer/Secretary shall:

- a) Receive dues and all other funds of the NDONL, deposit such funds in a bank designated by the Executive Committee, and pay such bills as shall have been approved by the Executive Committee.
- b) Keep an itemized account of all receipts and disbursements and give report at all regular meetings.
- c) Submit all books of account for reconciliation annually (Fall Meeting) to the Executive Committee.
- d) Prepare annual budget to be approved by the Executive Committee for presentation to the membership.
- e) Preside at the meetings in the absence of the President and President-Elect.
- f) Notify the membership prior to the meetings of the date, time and locations.
- a) Notify officers of the Executive Committee of the date, time and locations of meetings.
- b) Prepare the minutes of all meetings and distribute to the membership.
- c) Distribute a resume of candidates for offices no less than thirty (30) days prior to the annual meetings.
- d) Maintain a current membership list.
- e) Process new applications and renewals for membership.
- f) Prepares annual report and other communications as directed by the Executive Committee.
- g) Deliver to the newly elected Treasurer all books and bank accounts after audit.

The Member-At-Large shall:

- a) Carry out duties as assigned by the President and the Executive Committee

ARTICLE VI: NOMINATIONS AND ELECTION

SECTION 6.1. Committee on Nominations:

The committee on Nominations shall consist of at least two (2) members appointed by the President.

The Committee on Nominations shall prepare a slate of candidates for President-Elect and Treasurer. More than one candidate nominated for each position is preferred, but in the event that only one candidate is nominated by the Committee of Nominations, further nominations from the floor will be sought. The list of candidates' names and their resumes shall be submitted to the Secretary at least forty-five (45) days before the annual meeting.

SECTION 6.2. Elections:

Election of Officers will take place at the annual meeting held in conjunction with the NDHA Annual Meeting. Ballots will be distributed to all voting members at the annual meeting.

The Nominating Committee shall act as Tellers. In the case of a tie vote, the choice shall be determined by lot by the Executive Committee.

ARTICLE VII: COMMITTEES AND COMMISSIONS

SECTION 7.1. Executive Committee:

The Executive Committee is defined in Article IV of these Bylaws.

SECTION 7.2. Other Committees and Commissions:

The NDONL Executive Committee, by resolution duly adopted, may designate other committees and/or commissions to aid and assist the NDONL Executive Committee in the management of the affairs of NDONL. The President shall appoint the members of all such committees and commissions, subject to the approval of the NDONL Executive Committee.

SECTION 7.3. Advisory Nature of Committee and Commission Action:

All actions taken and recommendations made by committee and/or commission shall be advisory and shall have no effect as actions of the NDONL unless they are formally approved and adopted by the NDONL Executive Committee or granted full authority by the Executive Committee.

SECTION 7.4. Audit Committee:

Audit performed by North Dakota Hospital Association (NDHA) CFO per affiliation agreement. The Treasurer's report shall be presented annually at the annual meeting held in conjunction with the NDHA Annual Meeting.

ARTICLE VIII: CONFLICT RESOLUTION

In the event the NDONL Executive Committee, officers or employees desire to take a public position with potential for conflict with AONE's mission, purposes or policies, the AONE Board or Executive Committee will meet with the NDONL Executive Committee to resolve the differences. If resolution cannot be reached, in announcing its position, NDONL will indicate that it is in conflict with AONE on the matter and does not speak for or act on behalf of AONE. In the rare instance when NDONL's desired position will seriously undermine AONE's efforts on behalf of AONE's members or is part of a pattern of frequent conflict with AONE, the AONE Board may require that NDONL, as an affiliate of AONE, not take the disputed position.

ARTICLE IX: MISCELLANEOUS PROVISIONS

SECTION 9.1. Indemnification of Directors and Officers:

NDONL shall indemnify any person who was or is an NDONL officer, or who is or was serving at the request of NDONL as an officer of another corporation, partnership, joint venture, trust or other enterprise when action on behalf of NDONL.

SECTION 9.2. Fiscal Year:

The fiscal year of NDONL shall end on the last day of December each year.

SECTION 9.3. Voting, Notifications and Communications:

In all instances where these Bylaws contain language for voting, notifications, and communications, The Executive Committee may utilize electronic means when deemed appropriate.

ARTICLE X: AMENDMENTS

SECTION 10.1. Executive Committee Recommendations:

These bylaws may be amended upon recommendation of the Executive Committee, by a 2/3 vote of the members present and voting at any meeting of the NDONL. Notice of proposed amendments shall be sent to all members not less than thirty (30) days in advance of the meeting.

SECTION 10.2. By the Membership

Amendments to the bylaws may be proposed by petition of at least ten members of the NDONL in good standing. Amendments so proposed shall be filed with the Treasurer/Secretary at least forty-five (45) days prior to the annual meeting. Notice of proposed amendments shall be sent to all members not less than thirty (30) days in advance of the meeting.

SIGNATURE PAGE: BYLAWS OF THE NORTH DAKOTA ORGANIZATION OF NURSE LEADERS

DeeAnna Opstedahl, NDONL President

Date

Jodi Hovdenes, NDONL Vice President

Date



Trisha Jungels, NDONL Treasurer/Secretary



Date