

## Recommended NAON Bylaw Changes – Fall 2009

Below you will find text of the specific areas of the NAON bylaws with recommended changes. The edits, additions or deletions appear in blue within the text. Rationale is provided beneath the recommended change, also in blue.

### Article III – Membership

#### Section 1. Classes of Membership

➤ **Bylaw Change**

- B. An **Honorary** member is an individual who has rendered ~~distinguished or~~ valuable service to orthopaedic nursing and is not eligible for membership in any other class of membership. Honorary membership shall be conferred upon an individual by two thirds (2/3) vote of the Executive Board. An honorary member shall have all privileges of a General member except the privilege to vote, make nominations, or hold office.

➤ **Bylaw Addition**

- E. A **Distinguished** member shall be defined as a past president of the National Association of Orthopaedic Nurses and may act as trusted advisors to the Executive Board. A distinguished member shall have all privileges of a General member but may not hold an elected office. Distinguished members may be granted complimentary dues and Congress registrations as determined annually by the NAON Executive Board.

➤ **Rationale for above change and addition to Article III, Section 1:**

*It is an honor and privilege for a member to serve as President of the National Association of Orthopaedic Nurses. It is with that in mind that NAON proposes a new "Distinguished" member category to honor any member who has served NAON in the capacity of President. NAON supports the growth and development of new and diverse NAON leaders to serve in elected leadership roles and strives to limit barriers that limit opportunities for other qualified members to run for elected office.*

## Article IV - Executive Board

### ➤ *Bylaw Change*

#### Section 2. Duties

The Immediate Past President shall serve as a member and as an advisor to the Executive Board, and as a ~~non~~ voting member of the Leadership Search Committee, and performs other duties as assigned.

#### ➤ ***Rationale for above bylaw change to Article IV, Section 2:***

*As a sitting Executive Board member, the Immediate Past President has current knowledge of needed skill sets for board and committee service. That knowledge is crucial when reviewing leadership needs for continued and future Board and committee development, and for establishing continuity between the Executive Board and the goals established in the organization's strategic plan.*

#### Section 6. Vacancies in Office

### ➤ *Bylaw Change*

- B. In the event the office of President-Elect becomes vacant the NAON Executive Board will fill the vacancy by appointment. ~~nominations to fill the vacancy shall be made to the Executive Board by the Leadership Search Committee, in consultation with the Mentoring Committee.~~

#### ➤ ***Rationale for above bylaw change to Article IV, Section 6:***

*The NAON Executive Board has current knowledge of the strengths and weaknesses of current sitting board members. They are the group who would best know what skill gaps and traits are needed in an appointment to the Executive Board if a vacancy were to occur. An appointment by the Executive Board would not prohibit the Executive Board from asking the Leadership Search Committee, or those who serve as Mentors, for recommendations or nominations.*

## Article V – Election

### Section 1. Eligibility for Election to the Executive Board

#### ➤ *Bylaw Changes*

- A. Each member elected to the Executive Board shall have been a General member for three years preceding election.
- B. Executive Board members who have served ~~five~~ *a total of six* consecutive years are not eligible to seek a position on the Executive Board for a period of one year from the end of their term of office.
- ~~C. Executive Board members shall not serve for more than five consecutive years.~~
- D. Executive Board members may seek another office after completing at least one year of their current term.
- ~~E. Members of the Leadership Search Committee are not eligible to seek an elected office for a period of one year from the end of their term on the committee.~~

#### ➤ *Rationale for above bylaw changes to Article V, Section 1:*

*Allowing a board member to complete a three year term of office and then be considered for the President-Elect position provides for much better consistency in leadership succession. This also provides for added board time in which to better develop governance skills needed for the continued future success of NAON.*

*Executive Board members are intimately aware of skill sets needed for board level service and should be allowed to serve on the Leadership Search Committee if the need arises. Having served on the Leadership Search Committee should not prohibit or limit volunteer service.*

*Letter D would become letter C.*

## Article VII – Committees

### Section 1. Standing Committees

#### ➤ *Bylaw Changes*

- A. The standing committees shall be ~~the Bylaws Committee, Leadership Search Committee and any~~ such ~~other~~ committees the Board may create.
- B. ~~With the exception of the Leadership Search Committee, A~~ standing committee shall be composed of at least ~~five~~ three General members ~~appointed by the chairman of the committee, and shall serve for a term of one year with a maximum of three consecutive terms.~~
- C. ~~Members of standing committees shall serve for a term of one year with a maximum of three (3) consecutive terms or until their successors are appointed.~~

#### ➤ *Rationale for above bylaw changes to Article VII, Sections 1:*

*Reducing the minimum number of members that comprise a committee from five to three allows for quicker response times between members and subsequently encourages faster outcomes while maintaining diversity among committee.*

### Section 2. Leadership Search Committee

#### ➤ *Bylaw Changes*

- A. The Leadership Search Committee shall be composed of members with demonstrated leadership experience, ~~having served at the national level.~~ Members are appointed by the Executive Board. The Immediate Past President will serve as ~~an ex-officio member as a voting~~ member and Board liaison.
- B. Eligibility to serve on the Leadership Search Committee
  - 1) No member of the Leadership Search Committee shall serve more than three consecutive years.
  - 2) Members of this committee ~~shall~~ may be selected on a rotating basis. ~~beginning with one appointed member in the first year of implementation, two in the following year, and two in the third year.~~
- C. A vacancy on the Leadership Search Committee shall be filled via appointment by the Executive Board to complete the unexpired term.
- D. ~~A member filling a vacancy for more than half a term is considered to have served a full term.~~
- E. ~~The Leadership Search Committee shall collaborate with the Mentoring Committee to mentor, support and encourage members into serving in leadership roles.~~ The Leadership Search Committee is responsible for presenting an annual slate of candidates for each elected office to the Executive Board for ratification. The NAON Executive Board will establish the final list of eligible and willing candidates for the ballot by majority vote.

➤ **Rationale for above bylaw changes to Article VII, Sections 2:**

*Removing the requirement for service at the national level broadens the number of NAON members who can be considered for appointment to the Leadership Search Committee. Removing the requirement for rotation allows for more flexibility in appointments.*

*The recommended change defines the scope of authority for the Leadership Search Committee. The change does not remove the ability for the Leadership Search Committee to collaborate with the Mentoring Committee and this is highly encouraged in the process of NAON leadership development. The change also clarifies that the Executive Board has the final authority and responsibility for the presentation of the ballot to the NAON membership. The NAON Executive Board is ultimately responsible for all activities of the Association and accordingly should be the entity that approves such activities.*

*Letter E would become letter D.*