

NATIONAL ASSOCIATION OF ORTHOPAEDIC NURSES (NAON) BYLAWS

Revised: November 2023

ARTICLE I - Name

The name of the organization shall be the NATIONAL ASSOCIATION OF ORTHOPAEDIC NURSES, INC. herein referred to as the Association.

ARTICLE II - Purpose

The purpose of the Association shall be to advance the quality of orthopaedic and musculoskeletal care.

ARTICLE III - Membership

Section 1. Classes of Membership

- A. **Full** member shall be a registered, practical, or vocational nurse who holds current, valid U.S. licensure or is recognized by the International Council of Nurses as a professional nurse who subscribes to the purpose of the Association and agrees to abide by bylaws and policies.
- 1) Shall have privileges of voting, serving on committees, holding office, and submitting nominations for office, as provided by these bylaws.
 - 2) A member of a chartered chapter of the Association is a Chapter Member. A member who is not a chapter member is a Member-At-Large.
 - 3) Other privileges may be granted by the Executive Board.
- B. An **Honorary** member is an individual who has rendered 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 Premium or General member except the privilege to make nominations, or hold office.
- C. A **Student** member shall be a student enrolled in a nursing school for initial licensure who subscribes to the purpose of this Association and agrees to abide by its bylaws and policies. A student member shall have all privileges of a Premium or General member except the privilege to make nominations, or hold office.

- D. An **Associate Member** of the National Association of Orthopaedic Nurses is defined as a health care team member who is not a nurse, who is directly involved or interested in the care of the orthopaedic patient and supports the care and/or delivery of orthopaedic services. Associate Member category includes but is not exclusive to the following categories—Physicians, Physician Assistants, Physical Therapists, Occupational Therapists, Orthopaedic Technologists, Medical assistants, Nursing assistants, massage therapists, Health care industry representatives, Surgical Technologists. Associate members have the right to belong to Special Interest Groups or committees but may not hold office.
- 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 Premium or 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.
- F. A **Retired Member** of the National Association of Orthopaedic Nurses is defined as those nurses who have retired from their professional nursing positions and wish to remain a member of the association. A Retired Member shall have all privileges of a Premium or General member except the privilege to make nominations or hold office.

Section 2. Annual Dues

- A. The dues structure shall be determined by the Executive Board.
- B. The dues year shall be January 1 to December 31.
- C. Special pricing options shall be available for those joining after July 1.

Section 3. Delinquent Dues

Members whose dues are not received by January 1 shall be notified that their dues are delinquent and shall be automatically dropped from membership if not paid within 30 days of the notice. Member dues must be current at the time of voting.

Article IV - Executive Board

Section 1. Officers and Executive Board

The Executive Board of the Association shall consist of the officers: President, President-Elect, Secretary, Treasurer, up to three (3) Directors, and the Immediate Past President. The officers shall serve as trustees of the corporation.

Section 2. Duties

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

Section 3. Powers

Except as specifically reserved to the membership by these bylaws, the Executive Board shall have supervision, control and direction of the affairs of the Association; shall determine policies or changes therein; shall actively implement its purposes, and shall have discretion in the disbursement of funds. It may adopt such rules and regulations for the conduct of business as shall be deemed necessary. It may create and supervise regions and chapters and adopt procedures for their organization.

Section 4. Terms of Office

- A. All members elected at the annual election shall assume their position at the close of the Annual Congress of the year of their election.
- B. The President-Elect shall be elected every year for a term of one year. At the close of the Annual Congress the President-Elect shall automatically succeed to the position of President for one year followed by a year as Immediate Past President.
- C. The Secretary shall be elected for one term of three years, or until a successor assumes office.
- D. The Treasurer shall be elected for one term of three years or until a successor assumes office.
- E. The Directors shall be elected for one term of three successive years or until a successor assumes office. As able, efforts will be made to stagger terms.

Section 5. Resignation from Office

An officer may resign by giving written notice to the President, Secretary, or the Executive Board. The resignation shall take effect at the time specified therein, or if not specified in the notice, the resignation becomes effective at the time received by the Executive Board.

Section 6. Filling Vacancies in Office

- A. A vacancy in the office of President shall be filled by the President-elect, who upon completion of the unexpired term shall continue as President for the term the officer was elected to serve.

- B. In the event the office of President-Elect becomes vacant the NAON Executive Board will fill the vacancy by appointment.
- C. In the event of a vacancy in the position of the Immediate Past President the Executive Board may delegate those duties to another past president.
- D. The Executive Board shall fill all other vacancies by a majority vote for the unexpired term.
- E. A member filling a vacancy for more than half a term is considered to have served a full term.

Section 7. Meetings

- A. The Executive Board shall have regular meetings as determined by policy and at such other times as the president may designate.
- B. Special meetings may be called on demand of a majority of the officers.
- C. Electronic meetings may be conducted provided all members of the Executive Board consent in writing to such procedures and all members can hear and participate in the meeting at the same time.
- D. Notice of all meetings shall be sent by mail or other electronic means to each member of the Executive Board at least ten (10) days in advance of the meeting. In the event of an emergency at least a twenty-four (24) hour notice shall be given.
- E. A majority of the officers shall constitute a quorum.

Section 8. Acceptance of Contributions

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

Section 9. Disciplinary Action

- A. Any member of the Executive Board unable to attend a meeting shall state the reason for the absence in a letter addressed to the president or secretary. If a member is absent from two consecutive meetings for reasons that the Executive Board has determined to be insufficient, resignation shall be deemed to have been rendered and accepted.

- B. The Executive Board is empowered to take disciplinary action of reprimand, censure, suspension or expulsion, as it deems appropriate, in cases of unprofessional conduct, inability or ineligibility to perform the duties of the office, conduct detrimental to the philosophy and the objects of the Association, neglect of duty or violation of bylaws or policies by officers or members. A two-third (2/3) vote of the Executive Board is required prior to giving notice of such pending action to a member or officer by certified mail. No further action shall be taken until the member or officer has been advised of the specific charges pending, has been given a reasonable time to prepare a response, and afforded a hearing before the Executive Board, if requested. Action taken on the charge requires a two-third (2/3) vote of the Executive Board. The member shall immediately be notified of the result of the vote. Action of the Executive Board may be appealed in accordance with established policies.
- C. Executive Board members expelled from the Executive Board pursuant to this section shall be ineligible to serve in an elected office of the Association at any time in the future.
- D. A member expelled from the Association may not be reinstated at any future time without a three quarters (3/4) affirmative of the Executive Board.

Article V - Election

Section 1. Eligibility for Election to the Executive Board

- A. Each member elected to the Executive Board shall have been a Full member for three years preceding election.
- B. Executive Board members who have served 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 may seek another office after completing at least one year of their current term, with the exception of a position on the Leadership Search Committee.

Section 2. Conduct of the Election

- A. The election shall be conducted according to the rules contained in these bylaws and procedures adopted by the Executive Board.
- B. All write-in candidates shall meet eligibility requirements for the position being sought and shall follow Executive Board adopted procedures.
- C. The ballot shall be sent to all Voting members 120 days prior to the opening of the Annual Congress.
- D. Ballots cast shall be received by the date specified on the ballot as established by the Executive Board.
- E. Votes shall be tabulated electronically.
- F. Plurality shall elect. In the case of a tie, the election shall be decided by lot.
- G. Ballots shall be kept by the Association for thirty days following the Annual Congress.

Article VI - Meetings of the Membership

Section 1. Annual Congress

The national educational meeting of the Association shall be known as the Annual Congress and shall be held at a time and place determined by the Executive Board.

Section 2. Annual Business Meeting

- A. An Annual Meeting of the members for receiving reports, and for such other business as may properly come before the members, shall be held within 90 days of the opening of the Annual Congress. The time and place will be determined by the Executive Board.
- B. There will be a process for verification of member eligibility with each vote.
- C. Voting by the membership shall be done by mail and/or electronic vote.
- D. Notice of the Annual Meeting and any Special Meetings shall state the time, date and place of the meeting and members will be notified no fewer than 30 days prior to the meeting.
- E. Special meetings of the membership may be called in the following manner:
 - 1) By the President; or, upon request of four (4) members of the Executive Board; or upon request of one-third (1/3) of the total number of members by written

petition submitted to the secretary. The petition must specify the specific nature of the business proposed to be transacted.

- 2) The secretary shall promptly cause notice to be given all members specifying date, place, time, and specific nature of business to be transacted and that no other business may be transacted at this special meeting.

Article VII - Committees

Section 1. Standing Committees

- A. The standing committees shall be any such committees the Board may create.
- B. A standing committee shall be composed of at least three Full members and shall serve for a term of one year with a maximum of three consecutive terms.

Section 2. Leadership Search Committee

- A. The Leadership Search Committee shall be composed of members with demonstrated leadership experience. Members are appointed by the Executive Board. The Immediate Past President will serve 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 may be selected on a rotating basis.
- C. A vacancy on the Leadership Search Committee shall be filled via appointment by the Executive Board to complete the unexpired term.
- D. 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.

Article VIII-Chapters

The Executive Board may authorize the establishment of Chapters. Each Chapter must be a separate legal entity. NAON shall not be liable for the debts or obligation of any Chapter and no Chapter shall be liable for the debts or obligations of NAON. The Executive Board may establish and amend from time to time requirements for chartering of Chapters and the maintenance and termination of Chapter status. No organization shall be permitted to use the Association name or logo after revocation of the Chapter charter. Upon dissolution, any assets remaining after payment of obligations shall be distributed to the National Association of Orthopaedic Nurses.

Article IX - Parliamentary Authority

The Executive Board is the governing authority for the organization.

A quorum of the Executive Board is majority of all officers of the Executive Board. Preferred decision-making of the Executive Board will be consensus. Consensus is defined as general agreement or accord on a matter or an issue. In the event consensus cannot be reached, the current edition of Robert's Rules of Order shall guide the decision-making process, as long as Robert's Rules of Order do not conflict with the bylaws or special rules of the organization.

Article X - Amendments to the Bylaws

Section 1. Amendments to these bylaws shall be may made as follows:

By direction of the Executive Board, amendments will be submitted to the membership for ballot vote, provided the amendments and their rationales are sent to all members at least twenty one days prior to the date the ballots are due. The balloting procedure shall rest with the Executive Board. An affirmative majority vote of the votes cast is necessary for adoption.

Section 2. Members of the Association shall be notified of all adopted amendments.

Article XI - Dissolution

The dissolution of this Association shall be accomplished by the adoption of a plan of dissolution by a two-thirds (2/3) mail or electronic vote of the membership upon recommendation of the Executive Board or upon recommendation of two-thirds (2/3) of the chapter presidents in concurrence with an equal number of members-at-large. The plan of dissolution shall be in accordance with the laws of New Jersey and include, but not limited to, provisions for satisfying the Association's liabilities and the distribution of remaining assets to other organizations operated for purposes consistent with the Association.