

BYLAWS FOR

The Ohio Association

Of

Occupational Health Nurses

(OAOHN)

A Chapter of the

AMERICAN ASSOCIATION

Of

OCCUPATIONAL HEALTH NURSES (AAOHN), INC.

Revised: 3/11/2018 and accepted by membership on 4/30/2018

ARTICLE I

NAME

The name of this association shall be the Ohio Association of Occupational Health Nurses (OAOHN), Inc. a chapter of the American Association of Occupational Health Nurses (AAOHN), Inc.

ARTICLE II

PURPOSE

The purposes of the OAOHN set forth in the Articles of Incorporation are to:

1. Constitute the state professional association of licensed nurses engaged in the practice of occupational and environmental health nursing;
2. Promote lifelong learning opportunities in occupational and environmental health nursing;
3. Maintain the integrity and character of the nursing profession;
4. Promote scope of practice and standards for occupational and environmental health nurses to improve population-focused services;
5. Advance the profession through discussion of issues in the field of occupational and environmental health nursing;
6. Promote health and safety of workers and communities and support occupational and environmental health nursing practice through monitoring and influencing state legislation and regulations;
7. Stimulate occupational and environmental health nursing participation in all activities within AAOHN and its constituencies; and, OAOHN through public relations activities; Promote communications within and among the state and local chapters of the state;
8. Provide opportunities to develop chapter leadership skills; and
9. Do within the limits of the law all things necessary, proper, incidental, suitable, useful and conducive to complete accomplishments of the foregoing purposes.

ARTICLE III

MEMBERSHIP

A. Section 1. CLASSES OF MEMBERSHIP: Active

1. A licensed nurse currently employed in occupational and environmental health impacting the health and well-being of worker populations.
2. Active members shall have all rights and privileges of membership including voting, holding AAOHN and chapter office, serving on AAOHN and chapter committees or panels.
3. An active member may apply for active status if the member has temporarily left the field of occupational and environmental health nursing due to hardship.

B. Inactive

1. A licensed nurse who temporarily changed their engagement in occupational and environmental health (e.g. hardship or employment status change).
2. Inactive members will have voting rights but not able to hold AAOHN office.
3. Inactive status must be renewed annually and may be maintained for a maximum of three years.

C. Retired

1. A previously active member; now retired but continues to be interested in occupational and environmental health and supports the purposes of AAOHN.
2. Retired members have voting status in AAOHN, may not hold an elected AAOHN office, but may serve as a committee or panel member.
3. Retired members may hold office, serve on committees and vote in OAOHN

D. Affiliate

1. A licensed nurse not eligible for active status, but interested in the field of occupational and environmental health and the purposes of AAOHN.
2. Individuals who are not licensed nurses but who are engaged in the field of occupational and environmental health or are interested in the purposes of AAOHN.
3. Affiliate members have no national voting privileges.
4. Affiliate members may hold office, serve on committees and vote in OAOHN.

E. Student

1. A person enrolled as a student in a program of study related to occupational and environmental health.
2. A student in a nursing program with interest in occupational and environmental health.
3. Students may hold office, serve on committees and vote in OAOHN.

F. Chapter bylaws shall not establish any other classes of membership.

Section 2. RIGHTS AND PRIVILEGES

Active, Inactive, Retired, Affiliate, and Students who reside or work in the area of a local, state, or regional chapter must be members of those chapters. If more than one local chapter exists in an area, the membership shall be in the chapter of the member's choice.

Section 3. APPLICATION FOR MEMBERSHIP

Membership shall be granted by AAOHN. A written application submitted to the National Office is required for all classes of membership, except honorary and life, or other classes of membership unique to the chapter.

- A. The state chapter shall have thirty (30) days to challenge a member.
- B. If a member's application is challenged, the final review and approval shall be the sole and absolute discretion of the AAOHN Board of Directors.

Section 4. DUES

- A. Dues are revolving on a 12-month basis and collected by AAOHN.
- B. Each member shall send National dues and Chapter dues to AAOHN National Office.
- C. Chapter dues shall be sent by AAOHN to each chapter.
- D. Chapter dues are determined by a two-thirds vote of the State Board of Directors.
- E. The state may determine the amount of annual chapter dues. A change in the state dues for any class of membership shall, upon recommendations of the Board of Directors, be submitted to the members at a regular or special meeting. Notice of such recommendations shall be provided to each member with the call to the meeting. Approval shall be by a two-thirds (2/3) vote of members present at the meeting.

Section 5. FORFEITURE OF MEMBERSHIP

Membership shall be automatically terminated;

- A. For not meeting membership criteria; or
- B. Non-payment of dues.

Section 6. DISCIPLINARY ACTIONS

- A. The Board of Directors may censure, suspend, or otherwise discipline any member of OAOHN for violation of the Code of Ethics, the purposes of OAOHN, these bylaws, or any other causes deemed sufficient by the Board of Directors.
- B. Disciplinary Action
1. The member shall receive 30 days prior notice of proposed expulsion, suspension, or termination and the reasons therefore sent by certified mail.
 2. The member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of action, by the Board of Directors.
 3. Any disciplinary action shall require a two-thirds (2/3) vote of the Board of Directors.

Section 7. REINSTATEMENT

- A. A former member who forfeited membership may be reinstated by applying as a new member, pay the current dues and meet the requirements then in force.

Section 8. ACCESS TO RECORDS

Consistent with legal requirements, a member may inspect the books and records of OAOHN for any proper purpose upon reasonable notice to the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. COMPOSITION

- A. The Board of Directors shall be comprised of the elected Officers and elected Directors. The Past President, Executive Director, and designated appointees are ex-officio members without voting privileges.

Section 2. DUTIES

The duties of the Board of Directors shall be to:

Ensure that the organization is both effective and prudent in accomplishing the organizational goals.

- A. Establish the mission, goals, and planning strategies of OAOHN;
- B. Transact the general business and affairs of OAOHN not otherwise provided in these by-laws;
- C. Adopt an annual budget;

- D. Determine the time and place of the OAOHN and Board of Directors quarterly meetings and Annual Conferences;
- E. Set membership dues and fees for conferences;
- F. Appoint an Executive Director;
- G. Adopt the necessary standing rules and policies to implement the by-laws;
- H. Provide for an independent review by an external party of the records and books of the association; and
- I. Fill any vacancy, except that of President, by ballot vote.

Section 3. MEETINGS

- A. Regular meetings of the Board of Directors shall be held at least annually.
- B. Notices of all regular meetings of the Board of Directors shall be sent by mail or electronic transmission at least thirty (30) days prior to the date of the meeting.
- C. Special Meetings of the Board of Directors;
 - 1. May be called by the President;
 - 2. Shall be called by the President upon written request of a majority of the members of the Board of Directors.
 - 3. May be held with at least twenty-four (24) hours prior notice.
- D. Meetings may be conducted through the use of any means of communication by which any or all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. A report of any action taken shall be verified and made a part of the minutes of the next Board of Directors meeting.
- E. Quorum: Two (2) members of the Regional Directors, including the President or Vice-President, and two (2) other officers, shall constitute a quorum at any meeting of the Board of Directors.

Section 4. OFFICERS

- A. The officers shall be the President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer.
- B. Qualifications: To be eligible for election, candidates must be active members. Candidates for President and Vice President must serve a minimum of two years as an elected or appointed member of OAOHN's Board of Directors or as an elected or appointed member of AAOHN's Board of Directors within the preceding six (6) years.
- C. Duties: The duties shall be such as are implied by the respective titles except as otherwise stated in these bylaws and more specifically shall include the following:
 - 1. The President shall;
 - a. be the chief elected officer and official representative of OAOHN;
 - b. performs duties as assigned by the bylaws and governance policies accepted by the Board of Directors;
 - c. appoint, subject to the approval of the Board of Directors, standing and ad hoc committees;
 - d. appoints special representatives;

- e. submit to the AAOHN office written reports as requested by AAOHN; and
 - f. notifies AAOHN in writing of the election or change in officers within thirty (30) days.
2. The Vice President shall:
 - a. in the absence of the President, assume the duties of the President;
 - b. assume other duties assigned by the bylaws, governance policies or Board of Directors;
 - c. succeed to the office of President for the unexpired term of office in the event of vacancy in that office.
 3. The Recording Secretary shall:
 - a. be responsible for the preparation of the minutes for all meetings of the Board of Directors and the Annual Session.
 4. The Corresponding Secretary shall:
 - a. conduct, under the direction of the President, the general correspondence of the Board of Directors;
 - b. maintain a file with all members' home addresses and places of employment.
 5. The Treasurer shall:
 - a. be the Chairman of the Finance Committee;
 - b. pay all association bills approved by the President and Recording Secretary;
 - c. monitor the financial performance of OAOHN and submit a written report of the financial standing of the OAOHN at the Board of Directors meeting(s);
 - d. submit the books and records for an annual independent review every other year in June, by an external party, appointed by the board of Directors; and
 - e. submit an annual financial report to the Annual Meeting.

Section 5. DIRECTORS

There shall be three (3) Regional Directors

Section 6. TERM OF OFFICE

- A. The term of office for the Officers shall be two (2) years or until a successor has been elected and assumes office.
- B. An Officer shall be eligible for re-election to the same office for one (1) successive term, except the eligibility of the Treasurer shall not be limited.
- C. The term of Office for Directors shall be two (2) years or until their successors have been elected and assumes office.
- D. The Board of Directors shall assume office on July 1st, following the conference at which they were declared elected, with the exception that the newly elected President shall preside at a meeting for the purpose of approving appointments and filling any vacancies of the Board of Directors.

- E. No member of the Board of Directors may serve more than two (2) consecutive terms in the same office or as a Director or until a successor has been elected and assumes office.
- F. Any part of a term in excess of twelve (12) months for Officer or Director shall be considered a term in deciding eligibility for the election or re-election.
- G. The absence of any member of the Board of Directors for more than two (2) consecutive meetings of the Board of Directors without sufficient reason, as determined by the majority of the entire Board, shall be considered a resignation from the elected office.

Section 7. VACANCY IN OFFICE

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. A vacancy in the office of Vice President, Recording Secretary, Corresponding Secretary or Treasurer shall be filled by the Board of Directors with the election by ballot vote. The nominee(s) shall be current members of the Board of Directors.
- C. A vacancy in the office of Director shall be filled by the candidate from the constituency who received the next highest number of votes in the most recent election. If there is no candidate eligible in accordance with this provision the vacancy shall be filled by an appointee of the local constituency where the vacancy occurred.

ARTICLE V

NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS AND ELECTIONS

Nominations and elections shall be conducted according to policies and procedures established by the Board of Directors.

- A. The Nominating Committee shall be comprised of two (2) members elected by OAOHN members.
- B. The Chairman shall be the member who receives the highest number of votes.
- C. Members shall serve two (2) years or until their successors are elected and shall not be eligible for immediate re-election.
- D. Should a member of the Nominating Committee become a nominee for office, that person shall resign from the Nominating Committee.
- E. A vacancy on the Nominating Committee shall be filled by:
 - 1. the candidate who received the next highest number of votes in the most recent election;
 - 2. if there is no candidate eligible in accordance with this provision, the vacancy shall be filled by a ballot vote of the Board of Directors.
- F. In the event there are no qualified nominees submitted, the Nominating Committee shall secure nominees as necessary.
- G. All rejected nominees shall have the right to appeal of the Nominating Committee.
- H. Nominating chair shall notify all officers of their election all committee members of their appointment.

Section 2. BALLOT

- A. Names of all qualified nominees shall be placed on the ballot.
- B. No member shall be a candidate for more than one (1) position.
- C. In the event a member is nominated and qualifies for more than one (1) position, the member shall select a position.

Section 3. DUTIES

- A. Each year, the Nominating Committee shall notify each local constituent association of the list of Officers and the Nominating Committee Members then serving and whose term of office will expire. The committee shall specify which officers are eligible for re-election.
- B. The committee shall request that members and/or local constituent associations recommend the names of candidates for elective positions.
- C. The Committee shall consider the qualifications of all the candidates proposed and shall select nominees for each office and vacancies on the committee on nominations to be filled.
- D. The consent of all persons whose name appears on the ballot shall be secured.
- E. A ballot shall be prepared with the placements of names chosen by lot (as opposed to alphabetically).

Preparation of the Ballot:

1. In the even calendar years the ballot shall contain nominees for the following offices:
 - a. President
 - b. Corresponding Secretary
 - c. Treasurer
 - d. A Director from Region 1.
 - e. At least three (3) nominees for the Nominating Committee

2. In the odd number calendar years, the ballot shall contain nominees for the following offices:
 - a. Vice President
 - b. Recording Secretary
 - c. Directors from Regions 2 & 3

Regional Directors will serve a term of two (2) years.

ARTICLE VI

MEETINGS

Section 1. ANNUAL SESSION

There shall be an annual meeting.

- A. Cancellation of the Annual Session: In the event of an emergency, the Board of Directors by two-thirds (2/3) vote may cancel the Annual Session.
- B. All members shall be notified by mail and/or electronic transmission of the cancellation and the results of the election.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the:

- A. President; and
- B. Shall be called by the President upon written request of the majority of the Regional Directors.

Section 3. NOTICES

Notices of all meetings of the membership shall be mailed and/or electronically transmitted at least thirty (30) days before the date of the meeting.

Section 4. QUORUM

At all meetings of the membership twenty-five (25) members including two (2) officers, one of whom shall be the President or the Vice President and a member from each region shall constitute a quorum. The only matters which may be voted on are those matters described in the notice of the meeting. New business may only be introduced if twenty percent or more of the voting members are present and approve the introduction of the new subject.

Section 5. OFFICIAL RECORDS

An official record of the meetings will be made.

ARTICLE VII

COMMITTEES

Section 1. STANDING COMMITTEES

The standing committees shall be the Bylaws, Finance, Governmental Affairs, Nominating Committee and other such standing committees established by the Board of Directors as deemed necessary.

A. Detailed duties and procedures shall be set down in the standing rules or policies and procedures.

Section 2. AD HOC COMMITTEES

There may be Ad Hoc committees as authorized by the general membership or Board of Directors.

Section 3. EX-EFFICIO MEMBERS

The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 4. QUORUM

The quorum for any committee shall be a majority of the committee.

ARTICLE VIII

OFFICIAL PUBLICATIONS

The official publications of the OAOHN shall be determined by the Board of Directors.

ARTICLE IX.

OFFICIAL OAOHN LOGO

The official OAOHN logo may be used or changed only upon approval of the Board of Directors.

ARTICLE X.

PARLIMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of the OAOHN in all cases not provided for in these bylaws, standing rules, or policies or other legal requirements such as the Ohio Nonprofit Corporation Code.

ARTICLE XI.

INDEMNIFICATION

The Association shall indemnify and save harmless Directors, Officers, employees, and agents to the maximum extent possible under the laws of the State of Ohio. The provisions of Ohio Nonprofit Corporation Code as this statute presently exists, or any corresponding sections of any future amended code, are incorporated by reference into these bylaws.

ARTICLE XII.

AMENDMENTS

Section 1. PROCESS

These bylaws may be amended, in whole or in part, at any regular or special meeting of the membership, by two-thirds (2/3) vote of the members present voting, provided the proposed amendments shall have been approved by the Board of Directors and mailed or electronically transmitted to each voting member at least thirty (30) days in advance.

Section 2. SPECIAL

The Board of Directors may amend the bylaws at any regular or special meeting without previous notice by ninety-nine (99) percent vote of all voting members.

Section 3. EFFECT

Any amendments to these bylaws that directly relates to the business of the regional, state, or local chapters shall automatically and immediately effect the necessary amendments to the bylaws of the chapters.

Chapter Approval:

Approved this 10th day of May 2018 , at Cleveland, Ohio

Chapter President

Chapter Vice President

AAOHN Approval:

Approved this ____ day of _____, 2018, at Chicago, Illinois.

Name

Title
