

Bylaws of the American Association of Neuroscience Nurses

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Article I - Name and Purpose

Section 1

The name of this association shall be the American Association of Neuroscience Nurses (“AANN” or “the Association”), an Illinois not-for-profit corporation.

Section 2

AANN is committed to the advancement of neuroscience nursing as a specialty through the development and support of nurses to promote excellence in patient care.

Section 3

The functions of AANN are to provide for continuing growth and a medium for direct communications in neuroscience nursing.

Section 4

No part of the income or property of the Association shall inure to the benefit of any individual.

Article II - Membership Qualifications

Section 1

Member

Individuals may be accepted as members and may remain as members who are:

- a. Licensed to practice as a registered nurse;
- b. Actively engaged in or primarily interested in neuroscience nursing; and
- c. Willing to participate in planned programs of AANN and whose dues are current.

Members shall have all the rights and obligations of membership, including the right to vote, hold appointed office, and serve as committee chairs.

Section 2

Associate Member

Individuals may be accepted as associate members and remain as associate members who are:

- a. Health care providers; and
- b. Engaged in the care of neuroscience patients or members of the health industry supplier community or trade press and whose dues are current.

Associate members may not vote, hold appointed office or serve as committee chairs.

Section 3

Student Member

Individuals may be accepted as student members and remain as student members who are:

- a. Currently enrolled in an entry-level nursing program that leads to eligibility for the NCLEX examination upon graduation; and
- b. Interested in neuroscience nursing and whose dues are current.

Student members may not vote, hold appointed office or serve as committee chairs.

Section 4

Senior Member

- a. At age sixty and after 10 years consecutive membership, a member may choose to become a senior member.
- b. A senior member:
 1. May continue to participate on committees and serve as committee chairs
 2. Need not pay dues
 3. Retains voting rights
 4. May hold office

Section 5

Honorary Member

The AANN Board of Directors may confer honorary membership upon individuals who have rendered distinguished-service and leadership to the Association or those who have made unique contributions to the field of neuroscience nursing. Honorary members will not be required to pay dues. Association members given honorary membership will retain all the privileges of membership. Others given honorary membership may not have voting or office holding privileges but may serve on special committees.

Section 6

Termination of Membership

Membership in AANN may be terminated or other discipline imposed for “cause,” which means violation of these Bylaws or any rule or practice of AANN, including, without limitation, any immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of AANN. Termination or other discipline shall be effected or

imposed only upon the vote of two-thirds of the entire board of directors; provided that the member shall have been furnished a full statement of the charges against such member and shall have been afforded adequate opportunity for a hearing thereon. In addition, the membership of any member who becomes ineligible for membership or who is ninety days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, the board of directors may delay such termination.

Article III – Dues

Dues for members shall be as follows:

- a. The Board of Directors shall have authority to establish membership dues, grant exemptions from payment of dues and impose special assessments.
- b. Resignation
Any member may resign at any time, with no refund of dues, by so stating in writing to the AANN executive director.

Article IV – Meetings

Section 1

A business meeting of the members of AANN shall be held annually for the purpose of receiving reports and for conducting such other business as may properly come before the meeting at such time and place as determined by the Board of Directors.

Section 2

- a. The registration fee for members and non-members at the annual educational meeting of the Association shall be determined by the board of directors.
- b. The Board of Directors shall be empowered to select official guests who shall include those invited to participate in the program of the annual educational meeting.

Section 3

The current issue of Robert's Rules of Order shall govern the conduct of the meeting of the Association unless otherwise specified.

Section 4

Five percent of members entitled to vote constitutes a quorum at any meeting of members, and the act of a majority of members present in person or by proxy and voting at a duly-called meeting at which a quorum is present is the act of the members, unless a greater number is required by law, the articles of incorporation, or these Bylaws.

Article V - Voting Rights

Section 1

Members and senior members, as well as honorary members whose previous membership classification included voting rights (collectively, the "voting members"). The voting members' right to vote is specifically limited to such matters as the Board of Directors may present to the voting members. Each voting member in good standing shall have one (1) vote in such matters.

Notwithstanding anything set forth to the contrary herein, no member of AANN shall have the right to vote on the amendment of these Bylaws or the Articles of Incorporation, the election of AANN's officers or directors, or the merger or dissolution of AANN.

Section 2

Voting by mail, including electronic mail, is permitted in lieu of a vote at a duly called meeting for any item of business. For all voting matters, the act of a simple majority or more voting members casting votes by a date certain shall be an act of the members (provided that the number of voting members casting votes would constitute a quorum if such action had been taken at a meeting), unless the action of a greater number is required by law, the articles of incorporation, or these Bylaws.

Article VI - Board of Directors

Section 1

The governance of this Association shall be vested in the Board of Directors, ten in number, to consist of the president, president-elect, immediate past president, secretary-treasurer and six directors-at-large ("Directors-at-large").

The Leadership Development Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each Director-at-large seat on the Board that is either vacant or set to expire. The slate shall be subject to the Board's approval. The Board of Directors shall appoint the approved slate of Directors-at-large to the Board of Directors.

Only voting members in good standing may serve on the Board of Directors. . Directors-at-large shall serve a three (3) year term in office. No Director-at-large who has served a three-year term shall be eligible for reappointment as a director for a consecutive term. Each year, two directors-at-large will be appointed so as to create staggered terms on the Board of Directors. The affairs of the Association will be managed according to the Bylaws and the policies and procedures of the Association.

- a. The Board of Directors shall meet at least 2 times each year at a place designated by the president.
- b. The Board of Directors shall conduct the general business of this Association in the period between annual meetings.
- c. Special meetings of the Board of Directors may be called at any time by the president or upon the written request of any two members of the Board. Notice shall be sent to each director not less than seven days prior to the meeting.
- d. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice. The act of a majority of those voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.
- e. Each director holds office until his or her successor is appointed, qualified and takes office or until he or she is no longer qualified to serve.

Section 2

Any director who is absent from one meeting of the Board of Directors is no longer qualified to serve on the Board, unless such director demonstrates to the satisfaction of the president why such absence should be excused.

Section 3 Any Director-at-large may resign at any time by giving written notice to either the president or Executive Director. In addition, any Director-at-large may be removed by a majority vote of the entire Board of Directors then in office, whenever, in its judgment, the best interests of AANN would be served by such removal. No Director-at-large shall be removed unless written notice of a meeting to remove the Director is delivered to all Directors who are entitled to vote. Such notice must state that the purpose of the meeting is to vote upon the removal and/or replacement of one or more Directors-at-large named in the notice, and only the named director(s) may be removed at such meeting. Directors-at-large ceasing to be qualified automatically shall be removed from office and such vacancy/vacancies shall be filled in accordance with these Bylaws.

In the case of a vacancy on the Board of Directors in the office of president-elect or any other position on the Board of Directors, the president will submit to the Board of Directors for approval the name of an individual recommended to fill the vacant position. An individual appointed to fill a vacancy shall serve for the unexpired term of their predecessor, and until a successor has been duly appointed, qualified and takes office, or until their resignation or removal.

Article VII - Officers

Section 1

The officers of the Association shall consist of a president, president-elect, immediate past president, and a secretary-treasurer (collectively, the "officers"). The president-elect shall be appointed for a term of one year. At the conclusion of the next annual meeting, the president-elect shall assume the office of president and continue in the office of president until the close of the annual meeting the next year. At the conclusion of the annual meeting that ends their presidential term, the president will assume the office of immediate past president until the close of the annual meeting the following year. The president, president-elect, and immediate past president may not serve two consecutive full terms in the same office. The secretary-treasurer shall be appointed for a three-year term. Only voting members in good standing may serve as officers.

Section 2

Any officer may be removed by the affirmative vote of a majority of the full Board of Directors whenever, in their judgement, the best interests of the Association would be served thereby.

Article VIII - Duties of Officers

Section 1

President: It shall be the duty of the president to preside at all meetings of the Association and the Board of Directors. The president shall be an ex-officio member of all committees.

Section 2

President-elect: In the absence of the president, the president-elect shall preside and assume the usual duties of the president. The President-Elect shall succeed to the presidency at the conclusion of the annual membership meeting the year following service as President-Elect, or in the event of the death, resignation, removal, or incapacity of the President.

Section 3

Immediate Past President: It shall be the duty of the immediate past president to serve as a continuing resource to the current president, officers, and the AANN Board of Directors. In that capacity, the immediate past president will be assigned to projects and committees as determined by the current president.

Section 4

Secretary-Treasurer: It shall be the duty of the secretary-treasurer to keep a true record of the proceedings of the meetings of the Association. It shall also be the duty of the secretary-treasurer to review expenditures of the Association, submit financial reports to the membership, prepare the annual budget in collaboration with the executive director, and make recommendations pertaining to changes which may affect the financial status of the Association.

Article IX - Nominations and Appointments

Section 1

Prior to the annual meeting of the Members each year, the Leadership Development Committee will announce to the members that nominations are being accepted for seats as Director-at-large and officer positions that are vacant or set to expire. Any voting member may submit the name(s) of a potential candidate(s) to the chairperson of the Leadership Development Committee by the deadline(s) established in the Association's policies and procedures.

The Leadership Development Committee annually shall review the credentials of potential candidates and recommend to the Board of Directors a slate of qualified candidates including the following: (i) a qualified voting member to serve as President-Elect; (ii) a qualified voting member to serve as Secretary-Treasurer in years in which the term of the current Secretary-Treasurer is about to expire; and (iii) two (2) qualified voting members to serve in Director-at-large positions. The Leadership Development Committee's recommendations shall be submitted to the Board of Directors by the deadlines(s) established in the Association's policies and procedures. The slate shall be subject to the Board's review and approval. The Board of Directors annually shall appoint the approved slate of (x) officer candidates; and (ii) Director-at-large candidates to the Board of Directors.

Section 2

The Board of Directors shall announce the newly appointed officers and directors to the members immediately upon their appointment. Officers and directors shall take office at the close of the annual meeting following their appointment.

Article X - Executive Director

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or management firm selected by the board of directors. The salaried staff head or firm shall have the title of "Executive Director," and shall have the authority to execute contracts on behalf of the Association and as approved by the board of directors. The Executive Director may carry out the duties of the Secretary-Treasurer of the Association as specified in these bylaws and in the Association's Policies and Procedures Manual.

Article XI – Committees

Section 1

Executive Committee: There shall be an executive committee of the Board to consist of the president, president-elect, secretary-treasurer, and the immediate past president and executive director to carry on the affairs of the Association in the interim period between Board meetings. Any actions of this committee are communicated to the Board of Directors at its next scheduled meeting and reflected in the minutes of the meeting. The executive committee may be

empowered by the Board of Directors to perform such duties as the board may direct, unless otherwise prohibited by the law, the articles of incorporation, or these Bylaws.

Section 2

Leadership Development Committee: There shall be a leadership development committee whose purpose shall be to develop a slate of candidates to be appointed to vacant positions on the Board of Directors and as officers pursuant to Article IX or as stated in the Association's Policies and Procedures Manual. Committee members shall be appointed by the president subject to approval by the board of directors. Members are to include a representative of the Past Presidents, the Diversity Inclusion/Advocacy Committee, Mentorship Task Force, Chapters, and two Members At Large.

Section 3

Education Provider Committee: There shall be an education provider committee whose purpose is to: (a) ensure compliance with American Nurses Credentialing Center-Commission on Accreditation, ANCC-COA educational design criteria for AANN's educational offerings; (b) award continuing education credit; (c) provide expertise, advice and consultation on ANCC-COA criteria to AANN committees and (d) complete quality assurance review of compliance with ANCC-COA criteria for AANN offerings. The committee members shall be appointed by the president.

Section 4

Other Committees: Special and ad hoc committees may be appointed by the president for special projects. The members of such committees shall serve during the president's term at the end of which the committee shall be automatically discharged unless otherwise directed and authorized by the board.

Article XII - Special Focus Groups

Special Focus Groups of AANN shall be organized under the authority of the Association and shall operate in conformity with these Bylaws and the policies and procedures of the Association.

Article XIII – Chapters

Section 1

Chapters of AANN shall be organized under the authority of the Association and shall operate in conformity with these bylaws and the policies and procedures of the Association.

Section 2

All chapter leaders and members shall be a members of the Association.

Section 3

Each chapter shall adopt such bylaws for the governance of the organization as may be approved by AANN. Such bylaws shall not be in conflict with the Bylaws of AANN.

Section 4

Each chapter of AANN shall keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization including, specifically, the names of its members, the dues collected and the amounts remitted to the Association. Such books of accounts and records shall at all reasonable times be open to inspection by an authorized representative of the Association.

Section 5

The charter of a chapter shall be subject to withdrawal and the status of the chapter shall be subject to termination for failure to conform to these Bylaws or those rules and regulations as may be prescribed by the Association.

Section 6

No chapter shall use the name, logo, or other marks of AANN in any manner whatsoever unless duly authorized to do so by the Board of Directors. No chapter shall publicly take a position on behalf of AANN except as authorized by the Board of Directors.

Section 7

Each chapter is obligated, upon the termination of its charter by AANN:

- a. To yield up and surrender all of its books and records and all of its assets and property to the Association or to such agency as may be designated by the Association or to another organizational component organized under the authority of the Association.
- b. To cease and desist from the further use of any name that implies or connotes association with AANN or status as a constituent of the Association; and
- c. To carry out promptly, under the supervision of ANNN, all proceedings necessary or desirable for the purpose of dissolving such chapter.

Article XIV - Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Article XV – Gifts

Section 1

The Association shall have the power to accept gifts.

Section 2

The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to the officers authorized by these Bylaws, 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

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Association's name must be signed by those Association officers or agents that the Board of Directors has determined by resolution. In the absence of a

determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Association.

Section 4

All Association funds must be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

Section 5

The Board of Directors will provide for bonding Association officers and employees as it determines.

Section 6

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors, all committees having board authority, and all meetings of the Association.

Article XVI – Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the directors present and voting at any meeting of the Board of Directors at which a quorum is present.

Article XVII - Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, is deemed equivalent to the giving of appropriate notice.

Article XVIII - Indemnification

The Association shall indemnify all past and present officers, directors, committee members, employees, and agents of the Association to the full extent permitted by the Illinois General Not-for-Profit Corporation Act and may purchase insurance for such indemnification to the full extent determined from time to time by the board of directors.

Article XIX – Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Article XX - Dissolution

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

Amended November 1998, November 2000, April 2003, April 2005, June 2008, November 2011, March 2018, September 2019, January 2020, July 2021