**INDIANA ORGANIZATION OF NURSE EXECUTIVES, INC.**

**BYLAWS 2018**

**ARTICLE 1 – NAME/PURPOSES**

The name of the organization shall be the Indiana Organization of Nurse

Executives, Inc. (IONE) hereinafter referred to as the Organization. The Organization exists exclusively for scientific and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer or other individual. IONE promotes the professional development of nursing leaders who influence the design and participate in the implementation of health care systems and services.

**ARTICLE II – REGULATION**

The IONE Board of Directors, hereinafter referred to as the Board is hereby authorized to develop and implement regulations by which certain internal and external activities of IONE shall be governed (“Rules and Regulations”). The Rules and Regulations shall at all times be subordinate to these Bylaws. Whenever possible, the terms of the Rules and 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 Rules and Regulations shall be construed as void and without effect**.**

**ARTICLE III – MEMBERSHIP**

Section 1 –Membership The organization has six (6) classes of members.

A. Full Members

 Individuals eligible to be members in the Organization shall be registered nurses

 who: (1) 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. (2) Hold faculty positions in nursing programs. (3) Are consultants in nursing administration/management practice. (4) Are editors of professional nursing journals. (5) Are leaders in regulatory and other nursing and health care organizations.

B. Student Members

Individuals eligible to be associate members in the Organization shall be registered nurses who are: (1) Students enrolled in a graduate degree program.

C. Retired Member

 A retired member will be a full IONE member who is retired from the profession and has maintained IONE membership for a period of five consecutive years prior to their application. A retired member will be entitled to all rights and privileges of a full member with the exception of holding an office.

D. Honorary Members

Past presidents who no longer meet eligibility requirements for membership in the Organization may elect a retired membership or be given an honorary membership. A nurse or non-nurse who has contributed significantly to the Organization may be recognized by the Board with honorary membership.

1. Privileges – Honorary members may attend social, business and educational meetings.
2. Restrictions – Honorary members will not be permitted to vote in general meetings of the Organization nor hold office or serve on committees.
3. Dues – Honorary members are not required to pay dues.

E. Affiliate Members

 An Individual who is not a registered nurse. An affiliate member may be a non-nurse professional or any healthcare consumer member of the corporate or political community who is interested in working towards advancement of the healthcare system driven by the needs of patients. An affiliate member may attend business and educational meetings, but may not vote, serve on committees or hold office. The affiliate member’s purposes, goals and initiatives must be consistent with and supportive of IONE purposes, goals and initiatives. An affiliate member must be sponsored by a full member and the application must be approved by the Board.

F. Industry Partners

Industry Partner memberships will include educational institutions, healthcare institutions, and organizations wishing to support the mission and vision of IONE through Industry Partner membership. The amount of dues for all industry partners will be determined by the Board of Directors. An Industry Partner must be sponsored by a full IONE member. Industry Partners may attend business and educational meetings, but will not be considered Full Members, and are not permitted to vote in the meetings of, hold office in, or vote for the directors or officers of IONE. The number of people who will receive mailings from the Organization will be limited to two people per corporate membership.

Section 2 – Establishment of Membership

The IONE Executive Director determines membership for an applicant. If there is any question regarding eligibility, the application shall be submitted to the Board for action.

Section 3 –Eligibility Status Change

Membership may be continued for up to two (2) years when eligibility requirements are not met.

Section 4 – Termination of Membership

A. Any person may resign at any time by submitting a written resignation to the

President.

B. Membership may be terminated by the Board of the Organization

for non-compliance with the provision of these bylaws.

Section 5 – Voting

A. Only individual members of the Organization who are present and in good

standing shall be entitled to one (1) vote each.

B. Matters submitted to vote shall be determined by majority vote of members

present and voting; except as provided elsewhere in the bylaws.

C. Between scheduled business meetings, the Board may refer any issue of importance affecting the Organization to the members by mail vote. The Board may use electronic means when deemed appropriate.

D. Proxy voting shall not be permitted.

**ARTICLE IV – DUES**

Section 1 – Dues

Membership dues shall be payable as of January 1st of each year. The annual dues amount shall be recommended to the membership by the Board for approval by vote of the membership. New members’ dues received in the office of the Indiana Hospital Association (IHA) after the annual fall meeting and prior to January 1st, shall be considered dues for the ensuing year.

Section 2 – Delinquency

Members who have not paid dues for the current year by June 30th, shall lose membership privileges until reapplication.

**ARTICLE V – AFFILIATION**

Section 1 – American Organization of Nurse Executives (AONE)

In recognition of a common purpose to develop and advance sound practices in the field of nursing leadership, the Organization shall align membership eligibility necessary for affiliation with AONE.

Section 2 – Indiana Hospital Association (IHA)

In recognition of the relationship between the IHA and IONE, the Organization shall maintain a regular line of communication with IHA through a staff member designated by the President of the IHA. Through this relationship and services furnished, any matter of mutual concern shall be given a forum and such assistance as needed.

Section 3 – Other Organizations

In recognition of the relationship between the Organization and other nursing and related organizations, an affiliation or association may be maintained. This shall be under provisions determined and prescribed by the Board.

**ARTICLE VI – MEETINGS**

Section 1 – Annual Meeting

An annual business meeting of the Organization shall be held in the fall of each year. Interim affairs of the Organization that are deemed necessary for action may be conducted at a special meeting at the Board’s request.

Section 2 – Board of Directors

The Board of the Organization shall meet not less than quarterly.

Section 3 – Special Meetings

The President may call special meetings by sending notice to the members at least five business (5) days prior to the meeting.

Section 4 – Committee Meetings

Committee meetings shall be called at the discretion of the chairperson and notice shall be given to the members prior to the meeting.

Section 5 – Educational Offerings

The Organization may sponsor educational meetings each year; one shall be in conjunction with the annual fall meeting. Educational offerings may be open to non-members.

Section 6 – Quorum and Action.

The total number of voting Members present and three (3) officers, one of whom shall be President or President-Elect, shall constitute a quorum for the transaction of business. A vote of a majority of voting Members present or 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.

Section 7 - Written Consent

Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting if prior to such action, and upon notification to all Board or committee members, A consent in writing setting forth such action is signed by the majority of the Directors or members of the committee and is filed in the minutes of the proceedings of the Board or said committee. Any such consent shall have the same effect as a majority vote.

**ARTICLE VII – BOARD OF DIRECTORS**

Section 1 – Composition

The Board of the Organization shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, three (3) Board Members-at-Large, the district presidents or chairpersons or their representative, Standing Committee Chairpersons, and two (2) Diversity Engagement Representatives.

A. The Executive Committee of the Board shall be the President,

 President-Elect, Immediate Past President, Secretary, Treasurer, and the three

 (3) Board Members-at-Large.

B. All members of the Board must hold Organization membership.

C. The Executive Director shall be an advisory (non-voting) member of the board.

Section 2 – Quorum

A quorum of the Board shall consist of a majority of the Board, one of whom shall be the President or President-Elect.

Section 3 – Authority and Duties of the Board

A. The Board shall have authority to approve expenditures of funds for operation of the Organization; accept committee and officer reports and/or approve any other actions of officers or committees operation on behalf of the Organization.

B. The Board shall have the duty to ensure the achievement of the

 Objectives of the Organization and mandates of the membership.

C. The Board shall have authority to set policy per Article II of the Bylaws.

D. The Board shall develop criteria, including educational and experience requirements, for an Executive Director.

E. The Board has the authority to appoint a qualified Executive Director who is delegated the authority and responsibility for managing the Organization, including employment of staff and establishment of a compensation plan with appropriate job descriptions.

Section 4 – Authority and Duties of the Executive Committee

The Executive Committee of the Board shall conduct all Organization business which may arise between meetings of the Board.

The Executive Committee shall make recommendations to the Board regarding the employment and duties of the Executive Director and provide oversight and evaluation of the Executive Director position.

Section 5 – Conflict of Interest

The presence and/or vote of a Director, who is directly or indirectly a party to a transaction or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction. The Board will sign the Conflict of Interest Disclosure Statement annually.

**ARTICLE VIII – OFFICERS**

Section 1 – Officers

The officers of the Organization shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer and three (3) Board Members-at-Large.

All members of the Executive Committee will be members of AONE.

Section 2 – Eligibility

Each eligible member/nominated or elected shall:

* be a current voting member in good standing.
* hold a current leadership role in healthcare.

A. President or President Elect:

2 years active service on or to the Board in the past 3 years, to include at least two years of service that required attendance at the Organization’s Board meeting. This would include state committee participation, district leadership, (if not as President then verified by the District President.)

B. Secretary:

* 2 years of active service (participation in local or state organization) in the past 3 years, one of which required attendance at the Organization’s Board meetings. This would include state committee participation, district leadership, (if not as President then verified by the District President.) In the absence of the above criteria, any current or former officers and members of the Board may submit a recommendation.

C. Treasurer:

* 2 years of active service (participation in local or state organization) in the past 3 years, one of which required attendance at the Organization’s Board meetings. This would include state committee participation, district leadership, (if not as President then verified by the District President.) In the absence of the above criteria, any current or former officers and members of the Board may submit a recommendation.

D. Board Members-at-Large:

* Any previous term as District President, Committee Chair of IONE, or officer of the Board.
* In the absence of the above criteria, any current or former officers and members of the Board may submit a recommendation.

Section 3 – Election and Term

A. A slate of eligible candidates consisting of one candidate/per vacant position

shall be prepared by the Nominating Committee; shall be submitted to the

 Board for affirmation; and shall be mailed to each member of the Organization not less than thirty (30) days prior to the annual fall meeting. The Chairperson of the Nominating Committee will present the slate at the annual fall meeting. Eligible members who are present and consent to serve may be nominated from the floor. If there are two or more candidates for an office, a ballot will be used. The ballots shall be tabulated by the Secretary and two (2) other members appointed by the President, who are not officers or candidates for office. Plurality vote shall constitute an election.

B. Terms of Office

1. The term of the Presidency shall be two (2) years.

2. The President-Elect shall be elected bi-annually. At the end of a two (2) year term the President-Elect shall become President.

3. The Secretary shall be elected bi-annually for a term of two (2) years and for no more than two (2) consecutive terms.

4. The Treasurer shall be elected bi-annually for a term of two (2) years and for no more than two (2) consecutive terms.

5. One Board Member-at-Large shall be elected each year to serve one term of three (3) years.

C. Officers shall serve from January 1st through December 31st. Newly elected

offices shall be ex-officio members, without vote, of the Board in the interim

between election and assuming office.

Section 4 – Duties of the Officers

A. The President shall be chief officer of the Organization, Chairman of the Board,

 and shall preside at Board meetings of the Organization.

B. The President-Elect shall assist the President in the functions of the office

of the President and shall assume the duties pertaining thereof in the absence

of the President.

C. The Secretary:

1. Oversees minutes of all Board meetings and the Organization’s business meetings.

 2. Oversees an active file on all committee reports.

D. The Treasurer:

1. Oversees active financial record of Organization’s activities.

2. Prepares annual proforma budget with the Executive Director for board and membership approval annually.

3. Authorizes expenditures of the Executive Director.

4. Discusses variances with the Board.

1. Serves as the chairperson of the Finance Committee and serves on the License Plate Committee.

E. The Immediate Past President:

 1. Shall serve as the chairperson of the Nominating Committee.

 F. Board Members-at-Large:

1. A Board Member-at-Large is appointed by the President to serve as chairperson of the Scholarship Committee.

 2. The President appoints Board Members-at-Large to serve as liaisons to

 Affiliate organizations.

G. Executive Director

1. Works in tandem with the Secretary and Treasurer to maintain membership, financial and document records of the Organization.
2. Authorizes expenses of the Organization.
3. Presents the financial report at the annual meeting.
4. Attends all sessions of the Executive Committee and Board in a non-voting advisory capacity.
5. Performs such other duties as may be necessary to coordinate and advance the IONE objectives as directed by the Executive Committee.
6. Serves as the Archivist.
7. Maintains membership in AONE.
8. Will be an ex-Officio member of all committees.

Section 5 – Vacancy

A. In the event the President shall be unable to complete the term of office, the President-Elect shall assume the presidency for the unexpired term and shall continue as President for the term which would have been served under normal succession.

B In the event of a vacancy in the office of President-Elect, the President shall appoint, with ratification by the Board, an eligible member to fill this vacancy. In this event, the offices of President and President-Elect shall be necessarily filled through the election process at the next annual meeting of the membership.

C. In the event that a Board Member-at-Large, Secretary, or Treasurer shall be unable to fulfill the terms of office for which elected, the President shall appoint such replacements as required to complete the unexpired terms.

D. In the event that the offices of the President and President-Elect become vacant, temporary leadership shall be assumed by the Secretary, Treasurer and the Board.

1. The Secretary shall be empowered to call a meeting of the Board and conduct the business of the Organization.
2. The Board shall act within thirty (30) days to make a decision regarding filling the vacant offices either by appointment or special election.

**ARTICLE IX – DIVERSITY ENGAGEMENT REPRESENTATION ON BOARD**

Section 1- Diversity Engagement Representatives

 Diversity Engagement Representatives shall be voting members in good standing in the Organization. Two (2) Diversity Engagement Representatives shall be invited to attend all Board meetings for a two year term in an advisory, non-voting capacity to enhance diversity within the community of nurse leaders in the work environment.

Section 2-Selection Criteria

Diversity Engagement Representatives (2) shall be appointed by the President designate, subject to Board approval after the annual fall meeting. Consideration will be given to selection based on demographic characteristics of the patient population served to strive to balance with those of the healthcare workforce (age, gender, ethnicity, location and length of practice, specialty certifications, and primary language.)

**ARTICLE X – COMMITTEES**

Section 1 – Structure of Standing Committees

A. There shall be eight (8) standing committees, namely the Bylaws Committee, Legislation Committee, Nominations Committee, Finance Committee, Program Committee, Public Relations Committee, Scholarship Committee, and License Plate Committee.

B. The chairperson or chair-elect of all committees, except the Nominations and Finance Committees, shall be appointed by the President-designate, subject to Board approval after the annual fall meeting. The chairperson of standing committees shall be a voting member in good standing in the Organization. These chairpersons will be invited to attend all board meetings.

C. The chairpersons of all standing committees shall submit a written report at the annual meeting and such interim reports as may be requested by the President.

D. Membership – All members of standing committees shall be members in good standing. The President and Executive Director shall be an ex-officio, non-voting member of all committees.

E. Voting – All members of a committee may vote on the business matter of the committee.

F In the event of a vacancy on a committee, the President shall fill such a vacancy by appointment to complete the unexpired term. Members shall serve for a two (2) year term.

G. Committee members shall be appointed by the President-designate, subject to Board approval after the annual fall meeting. Committees shall be composed of a minimum number of members as noted individually in Section 2.

Section 2- Advisory Nature of Committee Action

All actions taken and recommendations made by committee shall be advisory and shall have no effect as actions of IONE unless they are formally approved and adopted by the IONE Board or granted full authority by the Board of Directors.

Section 3 – Standing Committees

A. Program Committee

Program Committee is composed of a minimum of six (6) members, for a two (2) year term. The Chairperson(s) and Chairperson(s) – Elect shall serve a term of two (2) years. The Chairperson(s)-Elect shall serve a term and then move to Chairperson(s). The President may appoint Co-Chairpersons and Co-Chairpersons – Elect. It shall be the duty of the committee to plan and implement the program for any and all educational gatherings of the Organization, including those programs as part of the annual business meeting.

B. Bylaws Committee

Bylaws Committee is composed of a minimum of six (6) members, for a two (2) year term. The Chairperson shall serve a two (2) year term and may serve two (2) consecutive terms. It shall be the duty of this committee to review and revise current bylaws as the needs of the Organization may dictate, and review and recommend revisions of the rules and regulations as indicated by bylaws changes or at the direction of the Board of Directors.

C. Nominating Committee

1. The Nominating Committee is composed of a minimum of four (4) members, for a two (2) year term. The Immediate Past President serves as the chairperson. The Nominating Committee shall prepare a slate of candidates for the offices of President-Elect, Secretary, Treasurer and one (1) Board Member-at-Large, (one (1) candidate for each vacant office). Letters of consent to serve from each candidate shall be on file prior to the mailing of slate.
2. Members of the committee may become nominees for office.
3. Geographic location of officers will be considered to provide diverse State representation.

D. Finance Committee

 Finance Committee is composed of a minimum of six (6) members for a two (2) year term. The Treasurer shall be the Chairperson. It shall be the duty of this committee to make recommendations to the Board regarding financial matters of the Organization.

E. Legislative Committee

 The Legislative Committee is composed of a minimum of four (4) members, for a two (2) year term. The Chairperson shall serve a two (2) year term and may serve two (2) consecutive term. It shall be the duty of the committee to provide monitoring, communication, and appropriate proactive strategy on legislative matters affecting the health and welfare of the citizens of Indiana.

F. Public Relations Committee

The Public Relations Committee may be composed of a minimum of four (4) members for a two (2) year term. The Chairperson shall serve a term of two (2) years and may serve two (2) consecutive terms. It shall be the duty of this committee to provide Public Relation support for the business of the Organization as directed by the Board. It also will be the duty of this committee to provide a vehicle for recruitment, orientation of new members, mutual support, exchange of innovative ideas, web-site maintenance and development of the newsletter.

G. Scholarship Committee

Scholarship Committee is composed of a minimum of four (4) members for a two (2) year term. A current Board Member at Large will serve a three (3) year term as the committee Chairperson. The duties of the committee shall be to oversee and coordinate the scholarship awards, contact the eligible schools, review applications and recommend awards for approval by the Board.

H. License Plate Committee

License Plate Committee is composed of a minimum of four (4) members for a two (2) year term. The chairperson will serve a two (2) year term and may serve two (2) consecutive terms. The current Organization Treasurer will serve as a committee member. The duties of the committee shall be to oversee and coordinate the Indiana Nursing License Plate Program, liaison with the Indiana Bureau of Motor Vehicles, review applications and recommend license plate fund disbursements for approval by the Board.

**ARTICLE X – DISTRICTS**

The Organization shall be comprised of districts.

Section 1 – District Meetings

Each district shall meet, not less than quarterly each year.

Section 2 – District President or Chairperson

Each district shall elect or appoint a President or Chairperson by November 1 of each election year.

Section 3 – District Bylaws

Each district shall have a set of District Bylaws. These District Bylaws shall not be in conflict with the Organization.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order, Newly Revised, in effect at the time in question shall govern the proceedings of the Organization in all cases not otherwise provided for in these Bylaws or Regulations.

**Article XII – Miscellaneous Provisions**

Section 1 Fiscal Year.

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

**ARTICLE XIII– AMENDMENT OF BYLAWS AND RULES AND REGULATIONS**

Section 1 – Bylaws

These bylaws may be amended at any regular meeting of the Organization by

two-thirds (2/3) vote(66%) of those members present at the annual meeting, provided that the membership has had notice of the amendment at least thirty (30) days prior to the meeting. These bylaws may be amended at any regular meeting of the Organization, without notice, provided 99 percent of the daily registered eligible voting members are present and cast 99 percent of the votes affirmatively for the passage of the amendment(s).

Section 2 – Rules and Regulation

The rules and regulations may be amended at any regular meeting of the Board,

a quorum being present, or at a special meeting called for that purpose.

# ARTICLE XIV

These Bylaws shall be effective when adopted by a majority of the full membership eligible to vote at a special or annual meeting of the Organization.

Adopted and ratified this 6th day of June, 1974.

Reviewed 09/14/77, Amendments (2) 11/01/79, Amendments (1) 11/01/79, Amendments (2)10/28/80, Revised 10/27/81, Revised 09/29/82, Revised 09/28/83, Revised 09/26/84, Revised 10/25/85, Revised 10/27/85, Revised 05/19/86, Revised 09/24/86, Revised 09/09/87, Revised 07/29/88, Revised 05/05/89, Revised 10/03/89, Revised 10/18/90, Revised 10/16/91,Revised 10/14/92,Revised 10/13/93, Revised 11/17/95, Revised 10/15/96, Revised 10/21/98, Revised 10/21/99, Revised 10/19/00, Revised 10/09/02, Revised 08/22/06, Revised 10/2007, Revised 7/01/2008, Revised 7/31/2009, Revised 7/28/2010, Revised 10/20/2011, Revised 10/24/2012, Revised 10/23/2013, Revised 10/22/2014, Revised 10/21/2015, Revised 10/19/2016, Revised 10/19/2017