
BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

**AMENDED OCTOBER 17, 2018
AMENDED OCTOBER 20, 2016
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AMENDED NOVEMBER 22, 2002
AMENDED NOVEMBER 13, 2003
AMENDED NOVEMBER 10, 2005
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ARTICLE I: NAME.

The name of this organization shall be Association of Oklahoma Nurse Practitioners (AONP). AONP is a non-profit 501(c)(6) corporation incorporated under the laws of the state of Oklahoma. hereinafter referred to as AONP.

ARTICLE II: MISSION STATEMENT.

Section 1: The mission of AONP is to lead Oklahoma Nurse Practitioners (NPs) in promoting patient centered healthcare, including:

- A. To advance, support, and promote the high standards of health care delivered by nurse practitioners.
- B. To represent the interests of nurse practitioners before the executive and legislative branches of the government on a local, state, and federal level.
- C. To educate and disseminate information to consumers and other health care providers about the profession and capabilities of nurse practitioners.
- D. To act as a resource and promote communication between nurse practitioners and other agencies.
- E. To educate third party reimbursement agencies and market the role of nurse practitioners in the health care system.
- F. To provide continuing education for nurse practitioners.

ARTICLE III: MEMBERSHIP.

Section 1: The active membership of AONP (membership in good standing) shall be comprised of all the following categories and is contingent on payment of annual dues.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

Section 2: Voting Members.

- A. Regular membership shall be Nurse Practitioners who are recognized to practice in Oklahoma as Nurse Practitioners by the Oklahoma Board of Nursing. Any registered nurse recognized to practice as a Nurse Practitioner in another state who is employed by the United States Government or any bureau, division or agency thereof, who would otherwise be eligible for recognition by the Oklahoma Board of Nursing is eligible for regular membership with approval of the Executive Board. Regular members may vote, hold elected or appointed office and serve on committees.

Section 3: Non-Voting Members.

- A. Associate Membership shall be open to any person who is not an NP but is interested in fostering the mission of AONP. Associate members may have a voice and serve as committee members. They may not vote nor serve as officers of AONP.
- B. Student membership shall be open to any registered nurse enrolled in an educational program preparing nurse practitioners or pending recognition to practice as a Nurse Practitioner in Oklahoma. Student members may have a voice, be appointed by the Executive Board to serve as members of ad hoc committees. They may not vote nor serve as officers of AONP.
- C. Honorary Members shall be persons who have made outstanding contributions, which foster the purpose of AONP. The regular members shall elect them. They may not vote nor hold office, nor pay dues.
- D. Sponsoring Membership shall be any individual, business, organization or group that wishes to support the purposes and goals of the organization. Sponsoring members may not vote nor hold office.
- E. Inactive/Retired members shall be any NP who meets the definition of inactive/retired status as currently set forth by the Oklahoma Board of Nursing. They may not vote nor serve as officers of AONP.

Section 4: Termination of Membership.

- A. Any member who fails to pay dues shall be dropped from the membership rolls.
- B. Members shall be subject to expulsion by a two-thirds vote of the Executive Board, at a regular or special meeting thereof, for violation of confidentiality or of AONP bylaws and/or for conduct unbecoming a member or conduct prejudicial to the aims or repute of AONP, revocation of the member's license or registration as a registered nurse or advanced practice nurse, or conviction of a felony which indicates the member may be a danger to public health or safety. A two-week notice of the meeting and opportunity for a hearing at that meeting are afforded the member complained against.
- C. An expelled member may apply via written request for reinstatement after one year following final action on the expulsion. The Executive Board is the final authority and with a majority vote may accept application for reinstatement under such terms and conditions, as it may deem appropriate.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

ARTICLE IV: ANNUAL DUES.

- Section 1: The Executive Board with approval of the membership shall establish annual dues. The Executive Board shall review the dues structure annually and recommend changes as needed.
- Section 2: Membership dues must be paid annually to AONP. Members shall forfeit all membership rights if dues are not paid within 30 days following the end of the membership period. The membership year shall begin at the receipt of dues and end one year from the end of that month.
- Section 3: No monies shall be refunded or additional monies collected when a change in dues category is made within a membership year.

ARTICLE V: CENTRAL OFFICE

- Section 1: Central Office. The Executive Board shall establish a central office for the Association at a location determined by the Board for the purpose of carrying on the business of the Association.
- Section 2: Office Management. The Executive Board may contract with, and/or employ personnel to provide management services deemed necessary by the Executive Board to carry out the business of the Association. The responsibilities and remuneration of said management personnel shall be delineated in a job description and/or contract as set forth by the Board.

ARTICLE VI: OFFICERS AND REGIONAL REPRESENTATIVES

The elected officers of the AONP shall be: President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Non-elected officers shall be: the American Association of Nurse Practitioners (AANP) State Representative.

There shall be six (6) elected State Regional Representatives, one for each of the following regions of the state:

Northwest: Alfalfa, Beaver, Blaine, Cimarron, Custer, Dewey, Ellis, Garfield, Grant, Harper, Kingfisher, Logan, Major, Roger Mills, Texas, Woods, and Woodward counties.

Northeast: Adair, Cherokee, Craig, Creek, Delaware, Kay, Lincoln, Mayes, Muskogee, Noble, Nowata, Okmulgee, Osage, Ottawa, Pawnee, Payne, Rogers, Sequoyah, Wagoner, and Washington counties.

Southwest: Beckham, Caddo, Carter, Comanche, Cotton, Garvin, Grady, Greer, Harmon, Jackson, Jefferson, Kiowa, McClain, Love, Murray, Stephens, Tillman, and Washita counties.

Southeast: Atoka, Bryan, Choctaw, Coal, Haskell, Hughes, Johnston, Latimer, LeFlore, Marshall, McCurtain, McIntosh, Okfuskee, Pittsburg, Pontotoc, Pottawatomie, Pushmataha, and Seminole counties.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

Tulsa Metropolitan: Tulsa County.

Oklahoma City Metropolitan: Canadian, Cleveland, and Oklahoma counties.

Section 1: Qualifications of Officers and State Regional Representatives.

Officers and State Regional Representatives must:

- A. Be regular members as defined in these bylaws, and
- B. Shall have been an active voting member in good standing for a period of at least one full year prior to the date of any election.

Section 2: Functions of Officers and State Regional Representatives.

- A. The President shall be chairperson of the Executive Board, shall provide leadership for AONP, shall set the meeting agendas, and preside at meetings. The President shall serve as ex-officio member of all standing, ad-hoc, and special ad-hoc committees. The President or their designee shall be the official spokesperson of AONP. No other member shall represent himself or herself in this capacity without prior approval of the President.
- B. The President-elect shall be an active aid to the president and become acquainted with the affairs of the association in preparation for a term as President. In the absence of the President, the President-elect shall assume the duties of President. The President-elect shall serve as chair of the Events Committee.
- C. The Secretary shall:
 1. Keep the minutes of all meetings of AONP and the Executive Board; preserve all papers, letters, and transactions of AONP at the central office with the assistance of and in conjunction with management personnel.
 2. Conduct the general correspondence of AONP and the Executive Board with the assistance of management personnel.
 3. Keep an accurate record of the names and addresses of all members of AONP with the assistance of management personnel.
 4. Send or cause to be sent notice of the time and place of all meetings to members.
 5. The retiring Secretary shall deliver, within one month after the election all records and minutes of AONP to the Executive Board and management personnel.
 6. The Secretary shall serve as chair of the Membership Committee.
- D. The Treasurer shall:
 1. Oversee all funds and transactions of AONP at a financial institution designated by the Executive Board and oversee payment of bills incurred and approved for payment by the Board. No funds shall be withdrawn from the AONP depository without dual signatures of either the Treasurer or President, and the AONP office management individual designated by the Executive Board. The President, Treasurer, and AONP management designee shall sign a check authorization card at the designated bank.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

2. Receive and reconcile bank statements monthly and oversee all AONP financial activities providing written financial statements at all meetings of the Executive Board and AONP meetings with the assistance of and in conjunction with AONP office management personnel.
 3. Deliver and cause to be delivered (annually at the end of the fiscal year), all financial records to be reviewed by a non-affiliated party approved by the Executive Board who shall disclose their findings and their method of review.
 4. Shall cause to be prepared all tax reports and returns as may be required by State or Federal governments. If the Treasurer is unable to fulfill the duties of Treasurer, the President and President-elect shall be authorized to sign checks and transact business until a new Treasurer is elected or appointed. The retiring Treasurer shall within one month after the elections deliver to the Executive Board and management personnel all money, vouchers, books, and papers of AONP held in custody. The treasurer shall prepare a yearly budget, with the assistance of the Finance Committee and management personnel. The treasurer shall be the board contact person with any and all investment advisors. The Treasurer shall arrange for an annual Board review of investment accounts with any and all Investment advisors. Should an investment change be beneficial to AONP, at a time other than the annual review, the Treasurer may request the Board President call a special meeting or arrange for communication of suggestions with AONP board as outlined in Article VII, Section 4.
 5. The treasurer shall serve as the chair of the Financial Committee
- E. The Immediate Past President shall:
1. Serve as the Parliamentarian
 2. Be chair of the Bylaws Committee (this committee will review/revise both the AONP bylaws and the AONP Strategic Plan).
 3. Be the chair of the Past Presidents Council
- F. The State Regional Representative shall reside or practice (at least 20 hours/week) in the region they represent. The State Regional Representative shall serve as a member of the Executive Board, coordinate a communication network within their region, and promote membership into AONP.
- G. The AANP State Representative shall represent both the Nurse Practitioners in Oklahoma and the AANP and serve as a member of the Executive Board. The AANP State Representative will coordinate a communication network between the AANP and the AONP, and shall be the Legislative Chair for AONP during their tenure.

Section 3: Terms of Office.

- A. The term of office of the President shall be one year. At the end of this term, the President shall automatically succeed to the Immediate Past President position.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

- B. The Immediate Past President shall serve on the Executive Board for one year.
- C. The President-elect shall serve one year and automatically succeed to the Presidency. The President-elect shall serve on the Executive Board as an officer or State Regional Representative, in the year immediately prior to running for the office of President-elect.
- D. The Secretary and Treasurer shall be elected to serve two years or until their successors are elected. The Secretary shall be elected in even numbered years. The Treasurer shall be elected in odd numbered years.
- E. The State Regional Representatives shall be elected to serve two years or until their successors are elected.
- F. No officer shall serve more than two consecutive terms in the same office with the exception of the AANP State Representative who is nationally appointed. An officer who has served more than half a term shall be considered to have served a full term.
- G. Terms of office shall begin January 1 and end December 31 of each year. Newly elected and retiring officers and State Regional Representatives shall meet at least once after the annual meeting/election of officers and prior to beginning the new terms of office on January 1.

Section 4: Transition to Office.

Transition of materials and brief orientation to office shall be the responsibility of the outgoing officer either at the annual AONP meeting or before January 1. Materials/orientation shall include but not be limited to a folder containing a copy of the AONP bylaws document and AONP strategic plan.

Section 5: Vacancies.

- A. In the event of a vacancy occurring in the office of President, the President-elect shall move into the office of President, and complete the remainder of the term of the President (the term for which originally elected). The Executive Board shall appoint an individual to fulfill the duties of the President-elect, until the next annual election; at which time a President- elect shall be elected.
- B. In the event of a vacancy in the office of the President-elect, the Executive Board shall appoint an individual to fulfill the duties of the President-elect until the next annual election, at which time both a President and a President elect shall be elected.
- C. The Executive Board shall fill any Board vacancy by majority vote. Any member so appointed shall serve for the remainder of the term vacated and may serve two full terms following the first regularly-scheduled election.

Section 6: Termination of Office.

An officer or board member may be subject to termination of their office by a two-thirds vote of the Executive Board, at any regular or special meeting, for violation of the Bylaws of AONP, failure to perform the duties of obedience, loyalty and due care attendant to the office/position held, conduct unbecoming an officer or for conduct prejudicial to the aims or repute of AONP. An officer or board member

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

shall automatically be terminated after two consecutive absences without notification of reason to the Executive Director or President. Ten days written notice stating the specific reasons for removal or expulsion shall be handed directly (or sent certified mail with return receipt requested) to the officer/board member subject to the termination vote prior to an Executive Board hearing and vote being held. The officer/board member subject to the vote shall have the opportunity to respond to the allegations in writing and for a hearing before the Executive Board and may waive that hearing. The officer or board member subject to termination will abstain from the vote to determine his/her termination, and will receive final written notice of the removal decision from the Executive Board. Any member of the Executive Board who is removed from office shall be permanently ineligible to serve as an officer or board member of AANP.

Section 7: Resignation of Office:

An officer or board member of AONP may resign by:

- A. Giving written notice to the President of AONP or the Executive Director (if the President resigns, her/his written notice must be given to the Executive Director), or
- B. Communicating their resignation orally to the President of AONP in the presence of another member of the Executive Board of AONP (if the President resigns, her/his verbal notice must be given to the Executive Director in the presence of another member of the Executive Board). In either case, the resignation shall be effective immediately.

ARTICLE VII: EXECUTIVE BOARD.

Section 1: Authority.

The Executive Board is the corporate body for the Association of Oklahoma Nurse Practitioners. The Executive Board serves as the agent for and shall be vested with full control of the affairs for the Association of Oklahoma Nurse Practitioners. Members of the board shall serve in good faith, demonstrating the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions according to these bylaws.

Section 2: Composition.

The Executive Board members with a vote shall be composed of the elected officers, the elected State Regional Representatives, and the American Association of Nurse Practitioners State Representative.

The Board shall appoint a past member of the Executive Board to serve as Historian, as a non-voting member of the Board, to assist the Board in overseeing the fiscal, financial and business operations of the Board and advise the Board on matters that have historical significance within AONP. The Historian shall be appointed at the first meeting of the Executive Board each January for a one-year term, with no limit to the number of years served.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

Section 3: Functions.

- A. Transact the business of AONP in the interim between regular meetings. All business transactions and decisions occurring since the last regular meeting shall be reported at each regular meeting.
- B. Provide that all officers and management personnel are bonded by an insurance company in an amount fixed and approved by the Executive Board.
- C. Provide for the proper care of materials, equipment and funds of AONP, for the payment of legitimate expenses and for an annual review of all financial records by a non-affiliated party approved by the Executive Board who shall disclose their findings and their method of review.
- D. Have power to fill vacancies on the Executive Board.
- E. Hold meetings of the Executive Board as provided in Section 4 below.
- F. Authorize Ad Hoc Committees or Special Ad Hoc Committees as defined in these Bylaws.
- G. Approve the appointment of members to Standing Committees, Ad Hoc Committees and Special Ad Hoc Committees.

Section 4: Meetings.

- A. Regular meetings of the Executive Board shall be held at least quarterly. One of these meetings shall be at the time of the annual State AONP Conference. Board members who are unable to physically attend these meetings in person may attend by conference call or other form of remote technology that is agreed upon by the Board. A simple majority of the Executive Board then in office must be in physical attendance. No member of the board shall have the right to have another person attend and/or vote on their behalf.
- B. Special meetings of the Executive Board may be called by the President on five days notice to each member of the board either personally, by mail, or by e-mail and shall be called by the President in like manner upon request of three or more members of the Executive Board. If the President is not accessible, the Executive director may be contacted to call the meeting. Notification of said special meeting shall be conveyed and confirmed by management personnel. Special meetings shall be held at such time and place as may be specified in the notice thereof (location shall be agreed upon by members of the Board).
- C. Emergency Meetings of the Executive Board may be called with personal notification and consent of majority of the Executive Board. Time, place and specific agenda items shall be specified in the notice of the meeting. Only items specified in the notice may be considered at Emergency Meetings.
- D. Telecommunication Meetings: Members of the Executive Board may participate in a meeting of the Executive Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and provide input in a meeting pursuant to this section; this shall constitute presence in person at such meeting. A verbal vote taken during a telephonic meeting shall be deemed valid upon e-

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

mail confirmation of said vote from management personnel to board members. The e-mail confirmations of the vote shall be attached to the minutes of the telephonic meeting and filed with the Secretary.

- E. Action Without Meeting: Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if a record or memorandum thereof be made in writing and approved by a majority of the Executive Board. Such record or memorandum shall have the same effect as a meeting of the Executive Board and shall be filed with the Secretary of AONP and made a part of the AONP record.
- F. Neither absentee ballots nor proxy votes will be available or valid at any meeting of the Executive Board. Absence of a member of the Executive Board from three (3) consecutive meetings of the Executive Board shall constitute a resignation unless confined by illness or other absence approved by a majority vote of the Executive Board at any meeting thereof. A vacancy created in such a manner shall be filled according to Article VI, Section 5.
- G. Whenever a director or officer has a financial or personal interest in any matter coming before the Executive Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of AONP to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 5: Quorum.

A simple majority of the Executive Board, one member of which shall be the President or the President-elect, shall constitute a quorum.

ARTICLE VIII: STANDING COMMITTEES.

Section 1: Composition and Responsibilities

- A. Standing committees shall be composed of voting members of AONP and shall assume such duties as are designated by the Executive Board and specified in these bylaws. Standing committees shall report to the Executive Board when requested to do so.
- B. Standing committees shall prepare a comprehensive plan, which shall include objectives and proposed budget for submission to the Executive Board for their approval.
- C. The Chair of each Standing committee shall submit a summary report of activities to the Secretary at the Annual Meeting.
- D. Standing committees shall be the Membership Committee, Public Relations Committee, Finance Committee, Bylaws Committee, Event Committee, Legislative Committee, Nominations Committee, and Past Presidents Council.
- E. Chairs of standing committees shall be Regular Members of AONP and are appointed by the President with approval of the Executive Board, unless

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

otherwise specified in these bylaws. Chairs of standing committees shall serve a one-year term or until their respective successors have been appointed.

Section 2: Membership Committee.

- A. The Membership Committee shall be chaired by the Secretary and consist of two to four other AONP voting members.
- B. The Membership Committee, in conjunction with management personnel, shall:
 - 1. Maintain a membership list that designates membership category and current status.
 - 2. Develop plans for retaining and increasing membership in AONP.
 - 3. Assess the needs and interests of the membership in order to assist in the development of activities of AONP.
 - 4. Assume other duties and responsibilities as described in the AONP Strategic Plan and/or assigned by the Executive Board.

Section 3: Public Relations Committee.

- A. The Public Relations Committee shall be chaired by a Regional Representative appointed by the President and consist of two to four other AONP voting members.
- B. The Public Relations Committee, in conjunction with management personnel, shall:
 - 1. Devise a plan to increase public awareness of Nurse Practitioners.
 - 2. Facilitate communication with other groups and state organizations.
 - 3. Coordinate the development of informational materials that promote the purposes of AONP.
 - 4. Assist other committees in public relations efforts pertaining to activities of the committee.
 - 5. Assume other duties and responsibilities as described in the AONP Strategic Plan and/or assigned by the Executive Board.

Section 4: Finance Committee.

- A. The Finance Committee shall be chaired by the Treasurer and consist of two to four other AONP voting members.
- B. The Finance Committee, in conjunction with management personnel, shall:
 - 1. Prepare a budget for submission to the Executive Board.
 - 2. Assume other duties and responsibilities as assigned by the Executive Board.

Section 5: Bylaws Committee.

- A. The Bylaws Committee shall be chaired by the immediate Past President, and consist of two to four other AONP Executive Board members.
- B. The Bylaws Committee shall:
 - 1. Review bylaws annually, and initiate proposals for bylaws changes as needed.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

2. Receive requests for changes in bylaws and prepare formal statements for vote by the membership.
3. Assume other duties and responsibilities as assigned by the Executive Board.

Section 6: Events Committee.

- A. The Events Committee shall be chaired by the President-elect and shall consist of 3 to five other Executive Board members, at least one of which shall be a Regional Representative. Other AONP regular members may assist the committee in an advisory role.
- B. The Events Committee, in conjunction with management personnel, shall:
 1. Plan and make arrangements for the Annual State Conference of AONP.
 2. Assist in the plans and arrangements for other events or activities that are approved by the Executive Board.
 3. Assume other duties and responsibilities as assigned by the Executive Board.

Section 7: Legislative Committee.

- A. The Legislative Committee shall consist of the Executive Board, the Lobbyist and 2 to 5 other AONP voting members.
 1. A Legislative Liaison may be appointed by the Board if it is determined this position is needed.
 2. The Legislative Liaison shall be appointed by a majority vote of the Board to represent the position of AONP during times when additional expertise and availability is needed for specific legislative activity, and will provide either a written or verbal report of activity to the committee chair.
- B. The Legislative Committee, in conjunction with management personnel, shall:
 1. Monitor national and state legislative issues and plan activities to advocate for action on identified issues.
 2. Coordinate a communication network with the Regional Representatives.
 3. Network with other organizations on legislative issues.
 4. Assume other duties and responsibilities as described in the AONP Strategic Plan and/or assigned by the Executive Board.

Section 8: Nominations Committee

The Nominations Committee shall consist of three Regular AONP voting members to be designated by the AONP Board each year no later than the spring Board meeting. Members of the committee are not eligible for nomination for any other elected position while serving on the committee. The Chairperson shall be chosen by the President.

Section 9: Past Presidents Council

- A. The Immediate Past President, and past presidents of AONP shall comprise the last Presidents Council; the current Immediate Past President shall be chair.
- B. The Past Presidents Council Shall:

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

1. Act in an advisory capacity only to the Executive board.
2. Assume other duties and responsibilities as assigned by the Executive Board.

ARTICLE IX: AD HOC COMMITTEES.

- Section 1: Ad Hoc Committees may be formed by the Executive Board or by a vote of the membership at the AONP Annual Conference Business Meeting to serve in an advisory capacity to AONP. A Special Ad Hoc Committee may identify individuals outside of the AONP membership to serve on the Committee; such members shall have a full voice on the Committee. Any AONP member may serve on an Ad Hoc Committee. The Chair of an Ad Hoc Committee shall be a regular voting member of AONP.
- Section 2: All Ad Hoc Committees shall make reports to the Executive Board and to the membership as designated by the Executive Board.
- Section 3: Ad Hoc Committees shall remain functional until their work is completed or until they are disbanded by the Executive Board.
- Section 4: A Student Committee shall be formed composed of a Chairperson appointed by the President of AONP. The Chairperson of the Student Committee shall appoint no less than 10 members from all Regional Representative districts. The Student Committee will be charged with exploring avenues to advance AONP members in the state of Oklahoma. They will make all suggestions written and given to the President of AONP before each board meeting.

ARTICLE X: NOMINATIONS.

- Section 1: Nominations Committee.

The Nominations Committee shall prepare a slate for elected officers and State Regional Representatives that preferably consists of at least one nominee but not more than three nominees for each available position on the slate.

- Section 2: Procedure.

- A. A call for nominations will be sent to all AONP voting members via email and on the AONP website starting no later than 4 months prior to the Annual Meeting. Other means of notification may be approved by the Executive Board.
- B. No later than two months prior to the Annual Meeting, the Nominations Committee shall present to the Executive Board the names of officers then serving, indicating those whose terms of office will expire at the end of the current year, those eligible for re-election, and the president-elect, who is to be installed as president, together with the names of members of the Nominations Committee. It is suggested that each member of the Board present at least one AONP voting member as a nominee for one of the open positions. All nominees must agree to serve according to the position description as described in the AONP bylaws prior to being placed on the ballot.
- C. The Committee shall prepare a ballot reflecting qualified nominations. Candidates selected by the Nominations Committee will be identified on the

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

ballot as “Nominations Committee Candidate”, and those not vetted or named by the committee will be identified as “petition candidate”.

- D. The ballot shall be presented to the Executive Board of the AONP and subsequently presented to AONP members no later than one month prior to the date of the annual meeting.
- E. No name shall be presented to the voting body unless the nominee has consented to serve if elected.
- F. Write-in candidates are allowed for any office listed on the ballot and must have consented to serve if elected.
- G. Using AONP position descriptions, the AONP Executive Board will conduct reviews of all eligible candidates seeking office to determine the qualifications of candidates for each position. Each candidate must be currently engaged in the practice of nursing as a Nurse Practitioner in Oklahoma, in good standing under the provisions of the Oklahoma Nursing Practice Act, with an active unencumbered license in any state or territory.

ARTICLE XI: ELECTIONS.

Section 1: Procedure.

- A. All elections shall be determined by official ballot. All election records, including electronic ballots, must be preserved for one year.
- B. The member receiving the majority of votes cast shall be declared elected and entitled to the position of the office to which elected. In case of a tie, a run-off election will be held. If there is a second tie vote, the Executive Board will have the final vote.
- C. Each regular voting member in good standing in AONP shall be entitled to vote in the elections, and shall have paid at least 6 months of dues if making monthly payments.
- D. At least one month prior to the annual meeting, the Secretary shall arrange with AONP management to post the ballot on the AONP website. Instructions will accompany the ballot on the voting method.
- E. Ballots shall be emailed to qualified voting members of AONP no less than 2 weeks prior to the Annual AONP Conference. The ballot of each voter shall be preserved for one year after the election. The vote results shall be held in secret in the custody of the Nominating Committee Chair until the annual meeting.
- F. The President shall appoint 3 members to serve as a Committee of Tellers from Regular Members present at the annual meeting that are not candidates for office in the current election. The Committee of Tellers, with the assistance of AONP management, shall review the electronic voting results and shall announce results of the election at the appointed time during the annual meeting.
- G. If there are no nominees for an elected position, or if all nominees for an elected position are disqualified, the President will nominate an AONP member for the position, subject to the qualification requirements for the position as set forth in

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

these Bylaws. The AONP Executive Board will vet the nominee, and once approved, that nominee will fill the position.

Section 2: Ballot.

- A. The President-elect shall be elected each year.
- B. The Secretary and the Regional Representatives from the Northwest, Southeast and Tulsa Metropolitan Regions shall be elected for a term of two years in even years.
- C. The Treasurer and Regional Representatives from the Northeast, Southwest and Oklahoma City Metropolitan Regions shall be elected for a term of two years in odd years.

ARTICLE XII: MEETINGS.

Section 1: Annual Meeting.

- A. There shall be at least one general membership meeting each year, which shall be called the Annual AONP Conference, and shall include the AONP annual business meeting.
- B. The Annual AONP Conference shall be held in the fall at such time and place as designated by the Executive Board.
- C. The Executive Board, in conjunction with management personnel, shall be responsible for making all necessary arrangements for the Annual AONP Conference.

Section 2: Other General Meetings.

- A. Additional general meetings of AONP may be called by the Executive Board.
- B. The Executive Board shall also call special general meetings on the written or electronic request of at least ten percent of the voting membership. Email notice must be given to the voting membership at least ten days prior to the special general meeting. The purpose of the special general meeting must be stated.

Section 3: Procedures.

- A. Notice of all general meetings shall be available on the AONP website at least 10 days prior to the meeting.
- B. All members are encouraged to attend and participate in meetings of AONP. Only Regular Voting Members are allowed to vote.
- C. Any business discussed in Other General Meetings that requires a vote by AONP members, except that specifically designated in the bylaws shall be decided by a majority vote of all voting members and will be emailed to the voting members no more than 5 days following the meeting. Neither absentee ballot nor proxy votes will be available or entertained at any meeting of AONP. Voting procedures will be adhered to as otherwise noted herein.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

ARTICLE XIII: QUORUM.

Section 1: A majority of the Executive Board, one of whom shall be the President or the President-elect shall constitute a quorum for transaction of business at AONP Executive Board meetings, the AONP annual business meeting or any general membership meeting.

Section 2: A simple majority of any standing, ad hoc or special ad hoc committee members shall constitute a quorum of the specific Committee.

ARTICLE XIV: FISCAL YEAR.

The fiscal year shall be from January 1 to December 31.

ARTICLE XV: FEES AND COMPENSATION.

Officers, Regional Representatives, and Committee Members may not receive compensation for their services, provided that they may receive such reimbursements for expenses, as may be fixed or determined by a vote of the Executive Board or at any general meeting of AONP.

ARTICLE XVI: PARLIAMENTARY AUTHORITY.

The rules contained in Robert's Rules of Order, Newly Revised shall govern meetings of AONP in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

ARTICLE XVII: AMENDMENTS.

Proposed amendments to these bylaws shall be recommended to the members for vote by a two-thirds vote of the Executive Board.

Section 1: With Prior Notice. These bylaws may be amended at any AONP annual or general meeting by a two-thirds majority of votes cast electronically, provided changes were available to members electronically at least ten days prior to the meeting. Bylaws changes provided on the AONP website is an acceptable form of notification to the membership.

Section 2: Without Prior Notice. In order to amend the bylaws at any annual or general meeting without prior notice, one hundred percent of the voting members present and voting must vote for the proposed amendments.

Section 3: Procedure. Proposed amendments to the bylaws must be submitted to the Bylaws Committee Chair. The Bylaws Committee shall draft the proposed amendment and prepare the proposal to be approved by the Executive Board, and then distributed to the membership electronically for a vote at the next annual business meeting.

ARTICLE XVIII: EXISTENCE.

BYLAWS OF THE ASSOCIATION OF OKLAHOMA NURSE PRACTITIONERS

- Section 1: Unless dissolved, the Association of Oklahoma Nurse Practitioners shall have perpetual existence.
- Section 2: The membership may dissolve AONP by election at any annual business meeting and the procedure for so doing shall be the same as to amend the Bylaws.
- Section 3: In the event of dissolution, it shall be resolved that all assets of AONP shall be assigned, transferred or set over to a non-profit association with the same or similar objective, goals or purposes.