

BYLAWS OF

LOUISIANA ORGANIZATION OF NURSE EXECUTIVES

ARTICLE I - NAME

This Organization shall be known as the Louisiana Organization of Nurse Executives (Organization) of the Louisiana Hospital Association (Association).

ARTICLE II - PURPOSE, OBJECTIVES AND MISSION

The Organization, through the continual development of its members as leaders of the clinical discipline of nursing and as specialists in administrative practice, exists to advance the health status of individuals and communities across the continuum of health care, by:

1. Assessing the environment for its influence on health care delivery and nursing practice.
2. Participating in the formulation of public policies that influence health care and nursing.
3. Providing leadership, consultation and direction on matters relating to nursing and health care issues and establishing position statements regarding such.
4. Supporting nursing research activities.
5. Promoting educational programs and activities to strengthen nursing leadership, management and clinical integration.
6. Providing a medium for the interchange of ideas and dissemination of information and materials.

ARTICLE III - POWERS

The Organization recommends to the Board of Trustees of the Association policies within the area of its interest. It also recommends programs and activities to be undertaken by the Association. It reviews and takes positions on issues related to its area of interest that are proposed by other bodies within the Association structure. The Organization President shall be the liaison and spokesperson for the organization.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility

TYPE I. Individuals eligible for membership in the Organization shall be registered nurses currently in a leadership positions in a health care organization which holds an active membership in the Louisiana Hospital Association.

TYPE II. Same as Type I but the employing health care organization which is not an active member of the Louisiana Hospital Association.

TYPE III. AD HOC members cannot vote or hold office.

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Section 2. AD HOC Members

Registered nurses not eligible to be active members shall be defined as Ad hoc and shall be limited to:

1. Registered nurses who hold leadership position in professional nursing education programs.
2. Registered nurses who are the Executive Directors of the Louisiana State Board of Nursing, the Louisiana Board of Practical Nurse Examiners and the Louisiana State Nurses Association.

3. Retired Nurse Executives including; Nurse Managers, Nurses who hold the highest-level management position in professional nursing education programs; and Nurses who are the Executive Directors of the Louisiana State Board of Nursing, the Louisiana Board of Practical Nurse Examiners, and the Louisiana State Nurses Association.

Section 3. Past Presidents

Past Presidents, not eligible for Organization membership or Ad hoc membership, may be eligible for honorary membership by recommendation by any member of the Organization to the membership and by two-thirds vote of the membership at a regular business meeting. Honorary members shall have privileges of attendance at business and program meetings, and may participate in committee work. Honorary members shall not have voting power nor shall they be levied dues and/or program fees.

Section 4. Establishment of Membership

An individual who has completed a formal application meeting the criteria for membership in the appropriate category shall, upon approval by the Board of Trustees of the Association, become an active or Ad hoc member of the Organization.

Section 5. Termination of Membership

- A. Resignation. A member or an Ad hoc may at any time file a resignation from the Organization by notifying the Board of Directors.
- B. Automatic Termination. Failure to pay Organization dues by March 31 of each year shall result in automatic termination.
- C. Loss of Eligibility. Membership of any person who, because of change of position, does not meet the criteria for membership in the Organization, shall be automatically terminated at the end of the term for which dues have been paid. Membership in the Organization shall not be transferable to another person.
- D. Change in membership status within the Organization. Change of status of active members, or Ad hoc members shall take place upon notification by the individual.

ARTICLE V - DUES

Section 1. Rate of Dues

Annual dues to the members of the Organization shall be determined by the Board. This rate shall be reviewed annually.

Operating funds for the Organization shall be allocated by the Association upon presentation of an annual budget, prepared by the president, approved by the Board of Directors and submitted to the Louisiana Hospital Association by November 1 of each year.

ARTICLE VI - MEETINGS

Section 1. Meetings

There shall be a minimum of one meeting per year for the Organization. The time and place of the meetings shall be designated by the Directors and communicated to the members of the Organization prior to the meeting.

Section 2. Meetings of the Directors

The Directors of the Organization shall meet not less than twice a year, which may include conference calls or other technology, upon a receipt of formal notice from the Organization.

Section 3. Special Meetings

Additional meetings of the Organization may be called by the President of the Organization through the office of the Association after approval of the Directors.

Section 4. Quorum

- A. A quorum for open membership meetings shall be based upon a simple majority of voting members present. All individuals participating in any vote shall be duly identified as a member in good standing of LONE.
- B. Seven members of the Board of Directors, which constitutes a simple majority of the board, including at least one officer, shall constitute a quorum for meetings of the Board.

Section 5. Rules of Procedure

The order of business for meetings shall be as provided by the Board of Directors. When an order is not so provided and when it is not otherwise expressly provided for in these Bylaws, meetings shall be governed by Robert's Rules of Order Revised.

ARTICLE VII – VOTING QUALIFICATIONS AND PROCEDURE

Section 1. Voting Qualifications

All members of the Organization shall be in good standing in terms of dues to be allowed to vote for any motion or issue that arises.

Ad hoc members will not be permitted to vote or hold office, but can participate in any business of the Organization

Section 2. Communications

Electronic voting on motions and issues presented before the Organization will be allowed in a process to be determined by the Board of Directors. Proxies will be allowed on a form provided by the Organization.

ARTICLE VIII - OFFICERS AND DIRECTORS

Section 1. Eligibility

Each elected Officer or Director of the Organization shall be a nurse executive who is a Type I - Active member of the Louisiana Organization for Nurse Executives. The President and President-Elect of Louisiana Organization of Nurse Executives shall be members of the American Organization of Nurse Executives.

Section 2. Elected Officers

The officers of the Organization shall be a President and a President-Elect elected by the membership of the Organization.

Section 3. Secretary

The Secretary shall be a non-elected, voting member appointed by the President.

Section 4. Treasurer

The Treasurer shall be a representative of LHA and shall serve as a non-voting member of the board. .

Section 4. Board of Directors

There shall be a Board of Directors consisting of the President, the President-Elect, the Immediate Past President, one Director from each of the seven districts of the Association and two at-large nurse managers. Officers and members of the Board of Directors will be elected by ballot sent prior to the Spring Meeting and will serve a two year term. On even numbered years the following will be elected: the President-Elect and the Board Members from the Northeast, Bayou, Southwest Districts and one nurse manager. On odd numbered years the following will be elected: the Board Members from the Northwest, Central, New Orleans and Southeast Districts, and one nurse manager. No director shall be elected to serve more than two consecutive terms as a District Director.

Ad hoc members of the Board of Directors include the Organization's treasurer (LHA/LONE Liaison), and the President/CEO of LHA. Ad hoc members include the Executive Director of the Louisiana State Board of Nursing, the Director of the Louisiana Center for Nursing, and the Louisiana Council of Administrators in Nursing Education (LaCANE) representative. Terms of these Ad hoc members are determined by the appointing/sponsoring organization. Ad hoc members and of the Board of Directors are non-voting members.

Section 5. Duties of Officers and Directors

- A. President. The President shall preside at all meetings of the Organization and shall serve as chairman of the Board of Directors. It shall be the President's duty to supervise the activities of the Organization; to present a report at the Spring meeting of the Organization and **to the American Organization of Nurse Executives**, copies of which shall be kept in the permanent files of the Organization; to appoint the chairman and members of standing and special committees as authorized by the Board of Directors. It shall also be the responsibility of the President, or their designee, to represent official Board positions on issues related to the Organization as appropriate.
- B. President-Elect. The President-Elect shall, in the absence of or incapacity of the President, perform all duties and assume all responsibilities of the President. **He/she shall maintain membership records and chair the membership committee.**
- C. Secretary. The Secretary is appointed by the LONE President and serves as a voting member of the board. The Secretary shall prepare the minutes of all meetings of the Organization. The Secretary shall send notices of all meetings prior to date of such meetings. Board meeting minutes shall be **prepared and sent to the President for approval. When approved, they will be** distributed by e-mail to each Board member **for review and approval. The secretary will conduct roll call and monitor Board attendance.**
- D. Treasurer. The LHA/LONE Liaison shall serve as Treasurer as a non-voting member of the Board of Directors. The Treasurer provides guidance in implementation of approved policies and in relationships with the Association and other allied associations. The Treasurer shall report the membership **dues and other financial** records of the Organization as prepared by the Association, and shall perform such other duties as may be necessary to coordinate and advance the Organization's objectives.
- E. Board of Directors. The Board of Directors shall have authority to make policy decisions for the Organization provided they are not in conflict with the Charter or Bylaws of the Association; to carry on the business of the Organization; to establish rules and procedures for the Board of Directors and the Organization; to approve or disapprove reports, resolutions, or actions of officers and committees; and to develop and maintain a strategic plan and make recommendations as necessary to accomplish the purpose and objectives of the Organization with the provision that no action of the Organization shall be binding upon the Association until it is approved by the Trustees of the Association.

Section 7. Vacancies

If the President is unable to fulfill the term of office of the President, the President-Elect shall act as President until the end of the next Spring meeting, at which time the President-Elect will assume the presidency. In the absence of the President and President-Elect, the Board will appoint the President at the next scheduled meeting according to the Eligibility guidelines identified in Section 1 of this Article. If any other board position shall become vacant, the office may be **appointed from current membership** by the President, with Board approval, for the remainder of the term.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

The Board of Directors shall, at its first meeting of the year, designate the standing committees, except as otherwise provided by these Bylaws, and shall define the functions of such committees.

There shall be **four** standing committees, namely, the **Education Committee; the Committee on Membership, Communications Committee and Nominations Committee.**

Each committee shall include a member of the Board of Directors. The President shall annually appoint the chairperson and members of each committee.

If a vacancy should occur, the President shall fill such vacancy by appointment. All standing committees shall submit **quarterly** reports.

- A. The duties of the **Education** Committee shall be to develop programs and activities that promote the objectives of the Organization **in collaboration with Association Education Department.**
- B. The duties of the **Committee on Membership** shall be to develop programs to recruit and to maintain Organization members on a state and national level and to explore benefits for the members.
- C. The duties of the **Communications Committee** shall be to serve to keep the members informed on issues regarding the organization **through the use of** newsletters, **the Association website** and other written communication to the **members** as necessary.
- D. The duties of the **Nominations Committee** to prepare a slate of candidates for election. The list of candidates, together with a resume of the background of each nominee, shall be submitted to the Secretary prior to the Spring meeting.

Section 2. Special Committees

Special committees may be appointed by the President for special projects as authorized by the Board of Directors. The term of office for members shall be one year or until the next spring meeting. At that time the committee shall be automatically discharged unless the Board of Directors directs otherwise. Special committees shall submit interim written reports of their activities to the President, if requested, and upon completion of the project shall present a final written report with conclusions and recommendations.

ARTICLE X - AFFILIATIONS

Under provisions determined and prescribed by the Board of Directors and the Trustees of the Association, an agreement of affiliation is in place with the American Organization of Nurse Executives.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the members present at a regular meeting or at a special meeting called for this purpose. Notice of proposed changes shall be sent to all members at least two weeks in advance of the meeting.

Amendments may be proposed by the Board of Directors of the Organization. Proposed amendments shall be **approved by a minimum of 25% of the organization membership and shall be** filed with the President at least 30 days prior to the meeting at which such amendments are to be considered.

Amendments to these Bylaws must be approved by the Board of Trustees of the Louisiana Hospital Association before becoming effective.

Approved by Board of Directors

Date: April 12, 2018

Approved by Membership

Date: April 13, 2018