



**Northwest Organization
Of
Nurse Executives**

Bylaws

**Reviewed and Approved by Board November 2018
Approved by Membership February 2019**

BYLAWS
NORTHWEST ORGANIZATION OF NURSE EXECUTIVES

NWONE MISSION:

“Advance the leadership contribution of nurses in creating healthcare solutions to serve our communities”

Article I. NAME

The name of the organization shall be the NORTHWEST ORGANIZATION OF NURSE EXECUTIVES (NWone).

Article II. PURPOSE

NWone represents Oregon and Washington as an affiliate chapter of the American Organization of Nurse Executives (AONE). NWone exists to advance the leadership contribution of nurses in creating healthcare solutions to serve our communities.

Section 2.01 Objectives:

Provide the advancement of nursing service through leadership and management by promoting the core principles of:

- (a) Speaking with one voice
- (b) Developing potential future leaders in nursing
- (c) Drawing on the power of partnerships
- (d) Demonstrating a spirit of generosity with time, talent and contribution.

Section 2.02 Business stewardship will be maintained by:

Promoting an engaged membership by offering a forum for nursing leaders to speak to issues relevant to nursing.

- (a) Providing educational programs that are relevant to current issues in nursing administration and leadership.
- (b) Supporting advocacy efforts for changes that have a positive impact on health care in Oregon and Washington.
- (c) Collaborating and promoting thoughtful leadership to facilitate professional development for the growth and advancement of nursing.

Section 2.03 Maintain key relationships with nursing groups and health care entities:

- (a) Work with state hospital associations and state licensing boards (OSBN, NCQAC, WSHA, OAHHS)
- (b) Maintain supportive alignment with professional nursing affiliations (OCN, WCN)
- (c) Align with academic affiliations to help support the future of nursing.

Article III. DEFINITIONS

Section 3.01 Healthcare Organization

For the purpose of these bylaws, the terms health-care institution and healthcare organization include hospitals, skilled nursing facilities, extended care facilities, long term care facilities, nursing homes, ambulatory care centers, public health agencies, home health agencies, accredited nursing education programs, and other health related organizations.

Section 3.02 Northwest Organization of Nurse Executives

For the purposes of these Bylaws, the Northwest Organization of Nurse Executives shall be referred to as Organization or NWone.

Article IV. MEMBERSHIP

Section 4.01 Eligibility

Eligibility for membership consists of Registered Nurses or a non-nurse who has demonstrated commitment to healthcare and to the advancement of nursing leadership within healthcare through their roles as community or corporate leaders.

NWone prohibits membership to any individual who is employed by a labor organization, or to any individual who is represented by a labor contract, without the express and written authorization of the NWone Board President, supported by the full endorsement of the NWone Executive Committee, and consistent with NWone policy. Membership exceptions will be forwarded to the Membership Services Commission for review and if determined eligible, submitted to the executive committee for approval. An unemployed nurse may maintain his or her membership.

Section 4.02 Categories of Membership

(a) Full Membership:

- 1) Full Membership of NWone consists of RN Leaders or aspiring leaders including those who hold an organizational role of administration or management accountable for strategic, operational and/or performance outcomes where healthcare is delivered; Faculty in graduate / undergraduate nursing programs, including deans and directors; RN consultants in nursing administration / management practice, persons in professional associates, regulatory agencies, accrediting health care organizations and editors of professional journals.
- 2) Full Members have the right to hold any elected position, vote on organizational issues, and elect candidates for service on the NWone Board. Full Members have the right to vote on amendments to the NWone Bylaws.

(b) Honorary Membership

- 1) Honorary membership shall be granted to the immediate past President while in the role.
- 2) Honorary membership shall be granted to the Region 9 AONE representative while in the role.
- 3) Honorary Members do not pay dues.
- 4) Honorary Members are eligible to vote but not hold an elected officer position on the board (president, president-elect, treasurer, treasurer-elect).
- 5) Honorary Members may attend NWone business and educational meetings and represent NWone on local and state committees as approved by the board.

(c) Emeritus Membership

- 1) A person can be nominated and approved for Emeritus Membership by the Board of Directors.

- 2) Emeritus Membership is intended for a person who previously held an officer position or whose contribution to the organization is deemed by the Board as worthy of Emeritus Membership.
 - 3) Emeritus Members do not pay dues for the remainder of their membership.
 - 4) Emeritus Members are eligible to vote but not hold an elected officer position on the board (president, president-elect, treasurer, treasurer-elect).
- (d) Graduate Student Membership
- 1) An RN student in a graduate program and carrying a minimum of 50% of full graduate school credits is eligible for membership as a Graduate Member.
 - 2) Verification of the applicant's qualifications and graduate school status shall be reviewed.
 - 3) Graduate Student Membership dues are ½ of the Full Membership dues.
 - 4) Graduate Student Members are eligible to vote but not hold an elected officer position on the board (president, president-elect, treasurer, treasurer-elect).
 - 5) Graduate Student Members may attend NWone business and educational meetings and represent NWone on local and state committees as approved by the board.
- (e) Retired Membership
- 1) Retired members are those who have been a NWone member for at least 5 years and are now retired from nursing practice.
 - 2) Retired Membership dues are ½ of the full membership dues.
 - 3) Retired Members are eligible to vote but not hold an elected officer position on the board (president, president-elect, treasurer, treasurer-elect).
 - 4) Retired Members may attend NWone business and educational meetings and represent NWone on local and state committees as approved by the board.
- (f) Affiliate Membership
- 1) Affiliate members are those who have demonstrated commitment to healthcare and to the advancement of nursing leadership within healthcare through their roles as community or corporate leaders. Members may not be employed by or represented by a collective bargaining agreement.
 - 2) Affiliate membership dues are the full membership dues.
 - 3) Affiliate members are not eligible to vote or hold office.

Section 4.03 Establishment and Termination of Membership

- (a) Establishing Membership
- 1) A person will become a Full, Honorary, Graduate, Retired, Mentee or Affiliate or Mentee member of NWone upon approval of application, and payment of dues, when applicable
- (b) Terminating Membership
- 1) Membership of any person, who, because of change of position is no longer eligible for membership in the Organization shall be terminated.
 - 2) Resignation – a member may resign from NWone by giving written notification to the Board of Directors.
 - 3) Failure to pay annual dues, after notification and repeat notification over a period of ninety (90) days
- (c) Change of Membership Status

- 1) Change of status of members shall take place when NWone is notified of the change and a new membership application is approved.

Section 4.04 Membership Voting and Dues:

(a) Voting

- 1) In all instances where these bylaws contain language for voting, notification, and communications, the Board of Directors may utilize electronic means when deemed appropriate.

(b) Dues

- 1) Dues are payable annually, or biannually, or on a rolling basis.
- 2) Annual dues notices shall be sent no later than 30 days prior to renewal date.
- 3) Membership in the NWone shall be terminated for nonpayment of dues past 90 days and when the dues remain unpaid.
- 4) Annual dues are reviewed by the NWone Board, and notification of any proposed increase will be given to the membership ninety (90) days prior to implementation.
- 5) All dues paid to the Organization shall become the property of the NWone which shall allocate operating funds, upon presentation and approval of the annual budget
- 6) No portion of the dues shall be refundable or transferable.

Article V. OFFICERS

Section 5.01 Officers Eligibility and Term of Service

The officers shall be the President, President Elect, Immediate Past President, Secretary/Treasurer, and Secretary/Treasurer Elect.

The NWone Board will consist of the above 5 Officers and the Development and Leadership Commission Chair and Co-Chair (one each from Oregon and Washington), the NWone Executive Director, and NWone Board Members-at Large

The change in office from President Elect to President to Immediate Past President and from Secretary/Treasurer Elect to Secretary/Treasurer shall occur without any action by the members. The term of all offices shall begin January 1.

Each officer shall be a member of AONE and a Full Member of NWone.

(a) Offices of President and President Elect

- 1) The offices of President and President Elect will be open to nursing leaders holding a senior level position in a health care delivery organization.
- 2) The President Elect serves a total of three years. The first year as President Elect, the second year as President and the third year as Immediate Past President. If the President position is vacated during a year that there is not a President Elect, the Executive Committee will appoint an interim President to fulfill the remainder of the term of office.

(b) Office of Secretary/Treasurer

- 1) The offices of Secretary/Treasurer and Secretary/Treasurer Elect will be open to a nurse leader with demonstrated competence in organization fiscal management.
- 2) The Secretary/Treasurer Elect serves a one year term, followed by a one year term as the Secretary/Treasurer.

- 3) In the event that the Secretary Treasurer Elect position is vacated at the end of the term of office, the Secretary Treasure remains in office until a person is elected into that position, or until a newly elected Secretary Treasurer Elect is fully oriented.

Section 5.02 At- Large Board Members

(a) Appointment and Term of Service

- 1) At Large Members are appointed by the Board, are current NWone members, and demonstrate leadership and experience that would serve the purpose of the board.
- 2) Once appointment is accepted, term of service is 2 years. Terms start January 1 and end December 31.
- 3) Representation from Oregon and Washington will be considered when making appointment of At-Large Board Members.
- 4) The Region 9 AONE Representative will be an honorary At-Large Board Member during their time in the role.

Section 5.03 Nomination of Officers and Commission Chairs

(a) Nominations

- 1) Members of the Nominating Committee are not excluded from becoming nominees for office, but must resign from the Nominating Committee if nominated.
- 2) A ballot will be mailed or sent by electronic transmission to the membership for the election of officers and chairs of Commissions per policies and procedures of the organization.

(b) Elections

- 1) There are TWO types of elections for the organization; annual and special
- 2) Annual and Special elections will be conducted per policies and procedures established by the Board.

(c) Vacancies

- 1) If a vacancy occurs in the office of the President, the President Elect automatically assumes the position of President.
- 2) If a vacancy occurs in the office of Secretary/Treasurer, the Secretary/Treasurer Elect automatically assumes the position of the Secretary Treasurer.
- 3) The Board may appoint an interim President Elect or Secretary Treasurer Elect to fulfill the remainder terms if they become vacant.
- 4) A special election will be held if a vacancy occurs in:
 - a) The office of the President-Elect
 - b) The office of the Secretary / Treasurer Elect
- 5) Other officer vacancies which occur, which are not addressed by these bylaws may be filled either by special election or by appointment by the Board of Directors, at the discretion of the board and consistent with organizational policy and procedure.

Section 5.04 Functions of Officers

(a) The President:

- 1) Presides at all regular and special meetings of the Membership, the Board of Directors and the Executive Committee.

- 2) As the leader of the Executive Committee, the President assures that an annual review of the performance of the Executive Director (ED) is completed including soliciting performance feedback from board members and key stakeholders. The President will also assure that a review and potential renewal of the contract of the ED is done, annual compensation of the ED is reviewed and adjusted as appropriate, and that a review of the ED position description is conducted.
 - 3) Serves as ex officio member of the Finance, Audit, and Compliance, and Compensation Sub - Committees.
 - 4) Appoints Commissions, sub- committees and task forces as needed.
 - 5) Will promote collaborative relationships with the Oregon Association of Hospitals and Health Systems (OHHAS) and the Washington State Hospital Association (WSHA) and shall ensure recommendations are submitted to both organizations to fill vacancies on both boards of trustees.
 - 6) Will function as a leader, influencer and strategist both internally giving voice and shaping agendas of concern to the organization and profession.
 - 7) Leads the process for moving the organization's strategic plan/agenda forward.
- (b) President Elect:
- 1) In the absence of the President, the President Elect assumes all duties and has the authority of the President
 - 2) Will be a member of the Board, Executive Committee
 - 3) Serves as a member of the Nominating Committee and serves as its Chair in the absence of the Immediate Past President.
- (c) Immediate Past President
- 1) Ensures that the election cycle is completed, is the chairperson of the Nomination committee and promotes voting among the NWO membership as well as reports results of elections and appointments to the Board.
- (d) Secretary / Treasurer
- 1) Will be a member of the Board of Directors, the Executive Committee, and Compensation Committee.
 - 2) Submits written Financial Statements and Updates at each regularly scheduled meeting of the Board and Executive / Finance Committee meetings.
 - 3) Will work with the Operations Manager and Executive Director to ensure that:
 - a) Minutes of the meetings of the Board, Executive Committee, and Membership are dispersed in a timely manner.
 - b) All papers, letters, and business records of the Organization are retained in accordance with any applicable legal requirements.
 - c) A current lists of the names and addresses of members of the Organization are maintained, as well as officers, committee and commission members, the Board of Directors, Executive Committee and that their terms of office are published and maintained.
 - d) All funds of the Organization are deposited in the designated bank
 - e) Annual Financial Plan for the Organization is submitted, reviewed and approved by the Board by November of each year.
 - f) Maintains annual dues and notifications of expiring memberships in accordance with operational plans

- g) Financial reports and information are reviewed under the AIPCA standards by an external accounting firm at the end of each fiscal year.
- (e) Secretary / Treasurer Elect
 - 1) Will be a member of the Board of Directors, the Executive Committee, and the Finance Committee
 - 2) Will assume the responsibilities of the Secretary/Treasurer at the end of the term as Secretary/Treasurer Elect
- (f) Executive Director (ED)
 - 1) Is a voting member of the Board of Directors
 - 2) Serves as the registered agent of the corporation

Article VI. BOARD OF DIRECTORS

Section 6.01 Membership:

Each member of the Board of Directors shall be a member of NWone. No member who is represented by a labor contract or who is employed by a labor organization may be elected or appointed to an office or position which would place them on the NWone Board of Directors, consistent with NWone By-laws.

Section 6.02 Composition

- (a) Board of Directors shall consist of: Elected Officers, Elected Chairs of Commissions (Development and Leadership), the NWone Executive Director, and appointed At-Large Members
- (b) The NWone Board will appoint, as they deem appropriate, individuals as liaisons to other organizations. Unless the appointed liaison is already a NWone Board Member, the liaison has no vote, but has voice, on the NWone board.

Section 6.03 Function of the Board

- (a) Review and put forward revisions to the organizations mission, vision and values as deemed appropriate.
- (b) Create and advance a strategic plan to include the business and financial objective of the organization, with specific defined goals and action steps
- (c) Assure that all committees, commissions and councils are functioning in alignment with the organization's strategic plan
- (d) Foster the growth and development of the organization and represent / act on behalf of the membership.
- (e) Oversee educational programming, leadership development activities, and legislative activities to assure that they are in accord with the organization mission, vision, values and strategic plan
- (f) Accountable for internal and external communication coming from the organization
- (g) Accountable for the hiring and supervision of the organization's Executive Director.
- (h) Oversee the management of known or potential conflict of interest and functions as stewards to assure the organization's financial viability.
- (i) Assure board vacancies are filled through defined election and appointment processes and that appointments are approved by a majority vote.

Section 6.04 Meetings of the Board:

- (a) The Board will meet at least 4 times a year. Additional meetings may be called by the President. Meetings may include conference calls upon receipt of notice.

- (b) Meeting notices will be placed via email no less than 10 days and no more than 30 days before it is scheduled and the date / time and place shall be provided.
- (c) A Quorum will consist of 2/3 of the Board members.
- (d) Action by Consent in Lieu of Board Meeting
 - 1) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors execute a consent in the form of a record that describes the action to be taken. Such consent shall be filed with the minutes of the proceedings of the Board. Such action approved by consent shall have the same force and effect as the unanimous vote of the directors at a meeting duly held upon proper notice, and may be described as such in any record. An Action taken by consent shall be effective when the last board member executes the consent, unless the consent specifies a later effective date.
- (e) Attendance of Board Meetings
 - 1) If a Board member misses more than 50% of the meetings annually, they may be removed from the board and replaced upon recommendation of the Board.
- (f) Conflict of Interest
 - 1) Each member of the Board or nominee must disclose in writing any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office. Such a written disclosure shall be made on such form or forms as are adopted by the Board of Directors for that purpose.
 - 2) Resolution of Conflict of Interest – Any Board member who fails to make written disclosure or is found by the Board to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of office shall be removed from office.
- (g) Rules of Procedures
 - 1) When an order is not so provided and when it is not otherwise provided for in these bylaws, meetings shall be governed by *Roberts Rules of Order*
- (h) Travel
 - 1) Travel expenses by members for any NWone activities including board, chapter and educational meetings, shall not be reimbursed by NWone unless approved by the Board.

Article VII. MEETINGS OF THE MEMBERSHIP

Section 7.01 Frequency

- (a) There will be at least one annual face to face meeting. The official fiscal year for NWone is Jan 1- Dec 31.
- (b) In the case of an emergency, the Executive Committee will have the authority to change the time and/or the place of the meeting. Time and place of the annual meeting will be determined by the Board.

Section 7.02 Notice

Written notice or an electronic transmission stating the date, place and hour of the meeting will be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member. Such notice will be addressed to the member at his/her address as it appears in the records of the Organization.

Section 7.03 Quorum

A quorum is ten percent (10%) of members entitled to vote.

Article VIII. COMMISSIONS AND COMMITTEES

Section 8.01 Executive Committee:

- (a) Consists of the officers of the organization.
- (b) Carries out the business of the organization in a timely manner in the interim between regular meetings of the Board, reviews goals and objectives including the strategic plan, annual budget, membership activities.
- (c) Manages and ensures the election cycle remains on track and recruits candidates for open positions on the Board and Commissions.
- (d) Executive Committee meetings are open to all Board of Directors members

Section 8.02 Standing Committees

- (a) Finance / Audit and Compliance
 - 1) Chaired by the Secretary / Treasurer and includes the President, President-Elect and one member appointed by the Chair with accounting or related finance experience.
 - 2) Functions of the Committee include finalizing the annual budget for presentation to the board and monitoring NWone revenue and expense.
- (b) Nominating and Compensation:
 - 1) Present a slate of nominees to the Board for approval each year. Committee will be chaired by the Immediate Past President or in their absence, the President-Elect.
 - 2) This committee will assist the board in fulfilling its responsibilities for establishing and overseeing the executive compensation including succession planning.

Section 8.03 Commissions

- (a) Development and Leadership Commissions
 - 1) The Board may establish commissions to serve the needs of the members and may assign activities to the commissions as are necessary to fulfill the goals of the organization.
- (b) Development Commission
 - 1) Focuses on Education and Membership. A Chair / Co-chair representative from each state (OR and WA) will oversee the Commission and be members of the Board.
 - 2) The Co-Chair is elected yearly and serves as Co-chair and the Chair in the second year.
 - 3) The Development Commission will oversee educational activities and include sub-committees for the annual conference, educational events etc.
- (c) Leadership Commission
 - 1) Focuses on Policy and Practice issues. A Chair / Co-chair representative from each state (OR and WA) will oversee the Commission and be members of the Board.
 - 2) The Co-Chair is elected yearly and serves as Co-chair and the Chair in the second year.
 - 3) The Leadership Commission will oversee policy and practice activities and include sub-committees for the annual policy advocacy and provide a voice for practice issues.

Section 8.04 Task Forces

- (a) The President or the chair of any standing committee may, from time to time, approve the convening of a task force for a specific purpose or purposes to be identified by a task force charter. A task force may be led by a member of the Board of Directors or by NWone staff, but in either case shall be

accountable directly to the President The task force shall exist for a finite period, the length of which shall be determined by the needs of the task force and specified in the task force charter.

Section 8.05 Regional Councils

- (a) The NWone Board may authorize the establishment of Councils that represent Regional areas. The primary objective of these Councils is to provide a forum for local nursing leaders to advocate and seek support within the organization of NWone.
- (b) The Chair and Co-Chair of each chapter shall be NWone members and participate in the bi-annual Advisory Council meetings.
- (c) Each Council will meet at least biannually and provide reports to be shared with the Board.
- (d) Council Chairs and Co-Chairs are encouraged to participate in the Development and Leadership Commissions.

Article IX. AGREEMENTS OF AFFILIATION

NWone may enter into agreements of affiliation with other organizations as deemed appropriate by the Board. Such affiliations shall be undertaken in view of the mutual interests of the participating associations and shall be designed to improve the effectiveness of NWone concerned with accomplishing their mutual objectives.

Section 9.01 NWone is affiliated with:

- (a) AONE: American Organization of Nurse Executives
- (b) WSHA: Washington State Hospital Association
- (c) OAHHS: Oregon Association of Hospital and Health Systems

Article X. ATTENDANCE BY COMMUNICATIONS EQUIPMENT

Members of the Board, Committees or Commissions and Councils may participate by telephone or video conferencing when such communications equipment is available. Any member who participates by such means is deemed to be present in the meeting.

Article XI. NOTICES

Except as otherwise required by law, any notice to a member of NWone may be delivered personally, electronically or by mail. If mailed, the notice is deemed to have been delivered 5 business days after being deposited in the United States Mail. All attempts will be made to deliver the mail to their last known address in the records on file with NWone.

Article XII. AMENDMENTS

These Bylaws may be altered, amended or repealed by vote of the NWone board and submitted to general membership for approval provided thirty (30) days' notice has been given. To be adopted, an amendment shall require a 2/3 vote of the membership present and voting. These Bylaws shall be adopted at any regular or special meeting of the membership and shall replace previous Bylaws and will become effective as directed by the membership.

Article XIII. MISCELLANEOUS PROVISIONS

Indemnification of Officers and Board Members: NWone shall indemnify any and all individuals who may serve or who have served at any time as an officer of board member and their respective administrators, successors, assigns, against all liabilities (including but not limited to the amount of judgments, settlements, fines and penalties) and reasonable expenses necessarily incurred by such individuals in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any one of them, by reason of being or having been a director or officer of NWone. Indemnification shall be made to the fullest extent now or hereafter permitted or required by applicable state law.

APPENDIX I

NWone BOARD MEMBERSHIP

Position	Number	Elected	Appointed	Term of Office	Reappointment Allowed	Voting Status
Elected Officers	5	Y	Only to fill unexpected vacancy	1 – 2 years depending on office	Re-Election is allowed	Voting
Elected Commission Chairs and Co-Chairs: WA and OR representative on each Commission	4- At the discretion of the board	Y	Only to fill unexpected vacancy	2 years	Y	Voting
NWone Executive Director	1	N	Y	For length of employment	N/A	Voting
Board Members At-Large	0-5	N	Y	2 years	Y	Voting
Total	10- 15					10 (7= 2/3 quorum)