

**Association of periOperative Registered Nurses (AORN), Richmond Area  
Bylaws  
Chapter #4702**

**ARTICLE I  
NAME**

The name of this professional organization is Association of periOperative Registered Nurses (AORN), Richmond Area hereinafter referred to as the “chapter”. AORN, Richmond Area is a 501(c)6 organization.

**ARTICLE II  
PURPOSES**

The purposes of this chapter are:

- A. To unite registered nurses for the purpose of maintaining a chapter dedicated to promoting the highest professional standards of perioperative nursing practice for the optimal care of the patient before, during, and after operative and other invasive procedures;
- B. To provide opportunities for continuous professional development, to include diversified educational activities;
- C. To generate, evaluate and disseminate scientific evidence to improve professional perioperative practice;
- D. To provide leadership in professional perioperative practice to influence health care delivery locally, nationally, and globally;
- E. To cooperate lawfully with other professional associations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purposes of the chapter;
- F. To otherwise lawfully adopt policies and conduct programs for the improvement of professional perioperative practice provided that the policies and programs are consistent with the requirements that the chapter is not organized for profit and no part of its earnings inure to individuals.

**ARTICLE III  
MEMBERSHIP AND DUES**

Section 1: Membership in the chapter is contingent on compliance with requirements as specified in these bylaws and the Code of Ethics adopted by the members.

Section 2: Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, sex, or age.

Section 3: Categories of membership in this chapter are voting and non-voting.

- A. Voting: A registered nurse or previously registered nurse who is retired and whose license is in good standing at the time of non-renewal, who supports the mission of AORN.
  - 1. May vote for elected officials.
  - 2. May vote in the House of Delegates.
  - 3. May hold elective office.
  - 4. May serve on committees.

- B. Non-voting: An individual who is not defined as a voting member, who provides or provided direct or indirect perioperative services, and who supports the mission of AORN.
  - 1. May serve on committees.
  - 2. May not vote for elected officials or in the House of Delegates.
  - 3. May not hold elective office.

Section 4: Termination

- A. The Board of Directors may terminate a membership for failure to meet membership requirements, provided the member was offered an opportunity to have an unprejudiced hearing if requested at which the member was permitted to defend against the termination.
- B. If terminated, a member may be allowed to rejoin by the Board of Directors after demonstrating eligibility for membership.

Section 5: Dues

- A. Annual membership dues in this chapter are determined by the Board of Directors and subject to ratification by the House of Delegates.
- B. Dues shall be paid according to established policy.
- C. Delinquency: Any member whose dues are not received by the last working day of the member's renewal month is automatically terminated as a member, and all privileges of the chapter are withdrawn.

**ARTICLE IV**  
**OFFICERS**

The officers, of this chapter, are President, President-elect, Vice President, Secretary, and Treasurer. The specific duties of the officers are listed in the Policy Manual of the chapter. Chapter officers must not allow their AORN membership to lapse during term of office.

- A. President:
  - a. Serves as the official representative to the chapter. Presides at all meetings of the chapter, the Board of Directors, and the Executive Committee.
  - b. Appoints chairs for committees, as needed, subject to Board approval; and serves ex officio on all committees, special committees, and subcommittees of the Board and the chapter, except the Nominating Committee.
  - c. Facilitates continuity in transition of the office of the President.
- B. President-Elect:
  - a. Observes and assists the President in preparation for assuming the duties and responsibilities of that office.
  - b. Facilitates continuity in transition to the office of the President.
- C. Vice President:
  - a. Performs the duties of the President in the absence or inability of the President to fulfill the role.
  - b. Observes, assists, and consults with the President.
- D. Secretary:

- a. Ensures records are maintained of the proceedings of all business meetings and affairs of the chapter and the Board of Directors.
  - b. Convenes the Board of Directors in the absence of the President and the Vice President and presides at the election of the Chair Pro Tem.
  - c. Provide AORN Chapter Relations with a copy of updated bylaws no less than every two years.
  - d. Provide one copy of business meeting minutes to AORN Chapter Relations every year.
- E. Treasurer:
- a. Monitors the fiscal affairs of the chapter. Provides reports and interprets financial information for the membership and the Board of Directors.
  - b. Maintain tax exempt status through annual filing of the IRS 990 Form.
  - c. Provide a yearly financial report to AORN Chapter Relations to demonstrate appropriate use of funds.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The Board of Directors consists of the officers and five (5) elected members. The Board of Directors has the power, authority, and responsibility to manage the affairs of the chapter. The Board of Directors may not modify any action of the chapter without membership approval.

Section 1: Meetings

- A. The number of meetings per year, the months in which they are held, and the time and place is determined by mutual agreement of the Board of Directors.
- B. Special meetings of the Board of Directors may be called by the President or upon written request of three (3) members of the Board of Directors.
- C. Six (6) members of the Board, two (2) of which are officers, constitute a quorum.
- D. Directors may participate in a meeting of the Board or a committee by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting.

**ARTICLE VI**  
**NOMINATING COMMITTEE**

Section 1: Nominating Committee

- A. The Nominating Committee consists of at least three (3) members. Two (2) members are elected in the even numbered years and one (1) in the odd numbered years. Each serves for a term of two (2) years.
- B. The immediate past President is a non-voting member of the committee for a term of one (1) year immediately following his/her term as President.
- C. Members of a committee **may not** be listed as candidates for election on a slate that they have prepared.

Section 2: Responsibilities

- A. Solicits and receives nominations for potential candidates for all elected positions.
- B. Prepares and presents a slate of candidates to serve for all elected positions.
- C. Selects a chair from the continuing committee members.

**ARTICLE VII**  
**ELIGIBILITY-ELECTIONS-TERMS-VACANCIES-REMOVAL**

Section 1: Eligibility

- A. To be eligible for elective office as a member of the Board of Directors or as a member of the Nominating Committee, a nominee must currently provide or have previously provided perioperative nursing care that addresses(ed) the needs of patients preoperatively, intraoperatively, and postoperatively.
- B. To be eligible for elective office as an officer, member of the Board of Directors, or as a member of the Nominating Committee, a nominee must be a member of the chapter continuously for two (2) years immediately prior to nomination.
- C. To be eligible for the office of President-elect or Vice President, a nominee must have served at least on (1) year as a member of the Board of Directors
- D. The members of the Nominating Committee may not be listed as candidates for election on a slate they have prepared.
- E. To be eligible for elected office as an officer or member of the Board of Directors or Nominating Committee, the nominee must have attended at least five (5) meetings during the previous calendar year (January to December activities); must be active and involved in chapter affairs; and must be an active member of a current standing/or special committee.

Section 2: Elections

- A. The Officers, Board of Directors, and Nominating Committee shall be elected by written ballot at the meeting prior to the annual meeting of the chapter, and plurality elects. In the case of a tie, the choice is by lot.
- B. Any member currently holding an elected office may not be a candidate for another office unless the term of the member expires at the impending annual election.
- C. Nominations for elected office may be made from the floor at the time the slate is presented, provided that eligibility has been verified and written consent to serve if elected was obtained from the nominee and is submitted at the time of nomination.
- D. Elections shall be held once a year, no less than every two years.

Section 3: Terms of Office

- A. The President-elect is elected every year, serves in that capacity for one (1) year and then automatically becomes President for a term of one (1) year.
- B. The Vice President, Secretary and three (3) members of the Board of Directors shall be elected in even numbered years for a term of two (2) years and shall serve until their successors have assumed office.
- C. The Treasurer and two (2) members of the Board of Directors shall be elected in the odd numbered years for a term of two (2) years and shall serve until their successors have assumed office.
- D. The term of office begins June 1.
- E. No officer or member of the Board of Directors shall serve no more than two (2) consecutive terms in the same office, unless needs of the chapter dictate.

#### Section 4: Vacancies

- A. President: The Vice President immediately assumes office.
- B. President-Elect and Vice President: A vacancy in the office of President-Elect or Vice President is filled by a vote of the Board of Directors from a slate submitted by the Nominating Committee and eligibility requires the nominee to have served at least one (1) year as a member of the Board of Directors.
- C. The Board of Directors fills all other vacancies.
- D. Any member filling a vacancy for an unexpired term of one (1) year or more is deemed to have served one (1) term in an elected position.

#### Section 5: Removal

Any elected official, regardless of the manner of election or appointment, may be removed by the membership. Removal requires two thirds (2/3) affirmative vote whenever, in its judgment, the chapter's best interest would be served, and provided the elected official, upon request, was offered an opportunity to have an unprejudiced hearing at which the elected official was permitted to defend against the termination.

### **ARTICLE VIII** **MEETINGS**

#### Section 1: Chapter Meetings

- A. The number of meetings per year, the months in which they are held, and the time and place is determined by mutual agreement of the Board of Directors and the membership. There will be a minimum of three educational meetings with contact hours annually. This includes but not limited to face-to-face meetings, webinars, and/or conference calls.
- B. Notices of the monthly meetings will be sent to the membership.
- C. Ten percent (10 %) of the membership, including three (3) members of the Board of Directors, two (2) of which are officers, constitutes a quorum for a business meeting. If a quorum is not established, the Board of Directors may act upon any pertinent business

#### Section 2: Special Meetings

- A. A special meeting may be called by the President or at the request of a majority of the Board of Directors. A special meeting may also be called by a quorum of the membership.
- B. The membership shall be appropriately notified at least three (3) days prior to a called special meeting.
- C. Notification of a special meeting shall include the purpose of the meeting and the time and place of the meeting. No business other than that which was stated in the call may be transacted.
- D. Ten percent (10%) of the membership, including 3 members of the Board of Directors, 2 of which are officers constitutes a quorum for a special meeting. If a quorum is not established, the Board of Directors may act on the pertinent special business.

#### Section 3: Electronic Meetings

- A. The business of this organization may be conducted electronically by the Board of Directors and Committees.

**ARTICLE IX**  
**ORGANIZATIONAL UNITS**

Section 1: Committees and Task Forces

- A. In order to facilitate the chapter's mission and strategic plan as well as the needs of the profession, the Board of Directors shall at least annually create such committees and ad hoc task forces, as it deems desirable. The President-Elect shall appoint the members of all such committees and ad hoc task forces. Each committee or task force shall consist of a chair and at least two (2) additional members. Each committee or task force shall have only such powers as are specifically delegated to it by the Board of Directors. A majority of the members of the committee or task force shall constitute a quorum.
- B. Standing committees of the chapter may include Awards, Budget and Finance, Bylaws and Policy, Delegate Selection, Program and Continuing Education, Legislative, Marketing, Membership, Newsletter, Research, and Ways and Means.
- C. The purpose and duties of these committees are listed in the Policy Manual of the chapter.

Section 2: Special Committees

- A. Special committees may be appointed by the President and cease to exist upon completion of the committee charges.

**ARTICLE X**  
**DELEGATES**

Section 1: Eligibility

- A. Delegates to the annual Congress must be members in good standing of the chapter. Good standing is defined as a minimal of two years' consecutive membership without a lapse according to AORN at the time of the submission of the Delegate point tool.

Section 2: Representation

- A. The delegate count shall be allocated annually to chapter category members based upon the ratio of total chapter membership as of June 30. Each chapter has a minimum of one (1) delegate.
- B. Delegates will be selected according to established policies.

**ARTICLE XI**  
**AMENDMENTS**

- A. Proposal: Amendments to these Bylaws may be proposed by any member of the chapter.
- B. Submission: Changes to the bylaws must be submitted to the President or chair of the bylaws committee.
- C. Notice: The proposed amendments must be received in written format by all members at least thirty (30) days prior to the voting meeting.
- D. Adoption: The adoption of an amendment to the bylaws requires a two-thirds (2/3) vote of the members present and voting.

**ARTICLE XII**  
**DISSOLUTION**

In the event circumstances require the chapter to dissolve, all funds in the treasury will be given to AORN Foundation or appropriate specified educational endeavors determined by a majority of the membership.

**ARTICLE XIII**  
**PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised* is the parliamentary authority of this chapter.

**ARTICLE XIV**  
**FISCAL YEAR**

The fiscal year of the chapter is April 1 – March 31.

*Revised February 2004; Revised October 2009; Revised Date: May 16, 2011; Revised March 2014; Revised March 2015; Revised November 2016; Revised February 2018; Revised November 2018.*