

## **NCONL BYLAWS**

### ***NAME***

#### **Article I – Name**

The organization shall be known as the North Carolina Organization of Nurse Leaders, an affiliate of AONE.

### ***MISSION***

#### **Article II– Mission/Purpose**

To represent North Carolina Nurse Leaders seeking to improve healthcare through collaboration, education and innovation.

### ***PURPOSE***

The purpose of the NCONL shall be to:

1. Provide a medium for the interchange of ideas and dissemination of information and materials relative to nursing leadership.
2. Provide a platform within the health care field from which nursing leaders may speak on nursing and health care issues.
3. Provide consultation and direction on all matters relating to nursing and health care issues.
4. Identify and define health care issues that affect nursing and establish position statements on those items.
5. Promote educational programs and activities to strengthen nursing leadership.
6. Promote professional excellence in the field of nursing leadership.
7. Promote research that affects and strengthens nursing leadership practice.
8. NCONL is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will inure to the benefit of any members, director, officer, or other individual. Upon dissolution, the assets shall be distributed to an organization enjoying an exempt status under S502© (6) of the Internal Revenue Code or successor statutory authority.

### ***POWERS***

#### **Article III - Powers**

The power to administer the business of NCONL shall be vested in the Executive Board to be elected by the membership of NCONL as herein provided.

NCONL may recommend to the North Carolina Hospital Center policies within the area of its interest. It may also recommend programs and activities to be considered by the Association.

NCONL may provide to other associations, organizations or agencies, consultations, responses, and direction on issues relative to its area of interest. NCONL may also develop and disseminate position papers on issues that impact nursing administration.

NCONL may accept, retain, or expand any funds or property that may be donated to further the work or programs of NCONL.

## ***MEMBERSHIP***

### Article IV - Membership

#### Section 1. Eligibility

- A. Individual Members - The NCONL individual members (“Individual Members”) shall consist of those persons who meet the following requirements:

Persons who are registered nurses currently in leadership positions in healthcare institutions/systems, education institutions, regulatory agencies or other nursing professionals impacting nursing practice or healthcare delivery.

- B. Student Members - The NCONL student members shall consist of RN’s who are full-time graduate students in nursing, health care, or business administration.
- C. Honorary Members - The NCONL honorary members shall consist of NCONL members who retire from active employment.
- D. Definitions - For the purpose of these By-laws, the term “health care institution” is defined as a facility that provides acute care, ambulatory/outpatient care, skilled care, extended care, long-term/chronic care and/or home care. For the purpose of these By-laws, the term “health care system” includes the multi-hospital system, the single hospital multi-corporation, and systems of other health institutions as defined in this section. For the purpose of these By-laws, the term “unemployed members” mean unemployed individual members may extend membership eligibility in their current membership category for one renewal period.

## ***ESTABLISHMENT OF MEMBERSHIP/APPLICATION***

#### Section 2. Establishment of Membership

Any individual who meets membership criteria, completes formal application, and pays initial membership dues, shall be approved for membership in NCONL.

## ***TERMINATION OF MEMBERSHIP***

#### Section 3. Termination of Membership

- A. Resignation. A member may at any time resign from NCONL by notifying the Executive Board in writing.
- B. Change in Status. It is the member’s responsibility to notify the Executive Board in writing of a change in membership status.
- C. Loss of Eligibility. Membership of any person who, because of change in position, does not meet the criteria for membership in NCONL will be automatically terminated at the end of the term for which dues have been paid.
- D. Non-Transfer of Membership. Membership in NCONL shall not be transferred to another person.
- E. Non-Payment of Dues. Members shall be terminated for non-payment of dues no later than ninety (90) days after such dues were due and payable and remain unpaid.
- F. No member or class of members is entitled to any distributive share of the assets of the corporation upon liquidation. Therefore, upon expulsion or loss of eligibility by a member, no distribution or payment is due the former members and all his/her property rights are adequately safeguarded.

## ***DUES***

### **Article V - Dues**

The Executive Board of NCONL shall recommend annual dues. Notification of any proposed increases initiated by the Executive Board of NCONL will be sent to NCONL members thirty (30) days prior to the general meeting, at which time the recommendation shall be put to a vote. Changes in dues shall become effective January 1 of the following year.

All dues paid to NCONL become the property of NCONL for allocation in accordance with the annual budget approved by the Executive Board. No portion of the dues paid by any member shall be refunded because his/her membership is terminated for any reason.

Dues shall be consistent within each membership category, with student dues at 75% of individual membership dues. Honorary members shall be exempt from dues requirement.

Membership dues paid after January 1<sup>st</sup> will be prorated on a quarterly basis. Prorated membership dues are considered only after a 12-month lapse in membership.

Membership dues paid in conjunction with the annual fall meeting registration shall be applied to the following year.

## ***MEETINGS***

### **Article VI - Meetings**

#### **Section 1. General Meetings**

There shall be at least one meeting a year of NCONL members for transaction of the affairs of the NCONL. The Executive Board shall designate the time and place of the meeting.

#### **Section 2. Special Meetings**

The Executive Board of NCONL may call special meetings. Such meetings shall be limited to consideration of subjects listed in the official call, unless it is otherwise ordered by two-thirds vote of the members present and voting.

#### **Section 3. Notice of Meetings**

The membership of NCONL shall be notified by mail of the general and special meetings no less than thirty (30) days prior to the date of the meeting.

#### **Section 4. Attendance at Meetings**

General, district and special meetings shall be open to members and non-members of NCONL. Program meetings may be open to non-members of NCONL at the discretion of the Executive Board. Voting shall be limited to membership in NCONL.

#### **Section 5. Order of Meetings**

The Executive Board shall approve the order of business for general and specific meetings. Where an order is not so provided and when it is not otherwise expressly provided for in these By-laws, Robert's Rules of Order, Newly Revised, shall govern meetings.

#### **Section 6. Voting**

- A. Each individual and student member of NCONL in good standing shall be entitled to one vote. No cumulative voting shall be permitted.
- B. Proxy voting shall not be permitted.
- C. Voting will be by voting cards at general or special meetings. These cards may not be transferred to non-voting members. Voting may also be accomplished by telephone or Email.

## Section 7. Quorum

No less than 20 percent of individual members of NCONL shall constitute a quorum at any meeting duly convened, and simple majority shall prevail.

## ***OFFICERS***

### Article VII - Officers

#### Section 1. Officers

The president, president-elect, secretary, and treasurer shall be elected by the members of NCONL. The executive director shall be selected by the president, after consultation with the president-elect, secretary and treasurer.

#### Section 2. Eligibility

Each officer candidate shall be a voting member in good standing of NCONL and shall have served as a member of the Board of NCONL.

#### Section 3. Term of Office

All officers shall serve a term of two (2) years- The Executive Director is an appointed position that will serve at the pleasure of the Board. The Executive Director is an ex officio and does not vote. The president-elect shall take office as president at the end of his/her term as president-elect. The president-elect may serve only two consecutive terms: One (1) as president-elect and one (1) as president. Terms of office shall commence on January 1 following the Fall General Membership Meeting. No NCONL member may hold more than one office during a term. President, secretary, or treasurer may not serve more than two consecutive terms in the same office.

#### Section 4. Election

The election of president-elect, secretary, and treasurer shall be by a vote of the statewide voting membership and shall be conducted by mail. A ballot listing the names of eligible candidates, proposed by the Committee on Nominations and approved by the Executive Board, together with a resume of the professional background and experience of each candidate shall be mailed every other year to each member of the NCONL. This mailing must not be less than sixty (60) days prior to the General Membership meeting.

Three tellers appointed by the president shall tabulate the votes. The Chairperson of the Teller's Committee shall transmit the results of the vote to the president at least fifteen (15) days prior to the general meeting. In the event of a tie, the Executive Board shall select the officer. The results of the election shall be communicated to the membership.

## Section 5. Duties

- A. President. The president shall preside at all meetings of NCONL and shall serve as Chair of the Executive Board. It shall be the president's duty to supervise the activities of NCONL to present a report at general meetings (a copy of which shall be kept in the permanent files of NCONL); to appoint the Chair and members of standing committees as authorized by the Board; to appoint a representative to the NC Center for Nursing Advisory Board; and perform such duties as may from time to time be directed by the Board.
- B. President-elect. The president-elect shall, in the absence or incapacity of the president, perform all the duties and assume all responsibilities of the president. The president-elect shall perform such duties as assigned by the Board. The president-elect shall also serve as the Parliamentarian during his/her term.
- C. Secretary. The secretary shall prepare the minutes of all meetings of NCONL and of the Board; conduct the general correspondence of NCONL, notify officers and committee members of their election or appointment and perform such other duties as may be indicated.
- D. Treasurer. The treasurer shall be responsible for maintaining the financial records of NCONL and insuring that an annual financial statement is prepared by a CPA and perform such other duties as may be indicated.
- E. Executive Director. The executive director shall be responsible for implementation of the goals, programs and policies developed by the Board, maximize revenues, facilitate membership records, network with other nursing organizations and represent NCONL on statewide nursing initiatives. The executive director shall perform such other duties as may be assigned by the president.

## Section 6. Vacancies

- A. If the office of the president becomes vacant, the president-elect shall succeed to the office of president. He/she shall continue to serve as president for the subsequent term. A president-elect pro tempore shall be appointed by the Executive Board who meets the eligibility criteria. With the next regular voting cycle of NCONL, a president-elect shall be elected in accordance with the provisions of these by-laws.
- B. If the office of president-elect becomes vacant, the Executive Board shall appoint a president-elect pro tempore from the membership Executive Board who meets the eligibility criteria. With the next regular voting cycle of NCONL, a president-elect shall be elected in accordance with the provisions of these by-laws.
- C. If the office of both the president and president-elect becomes vacant, the Executive Board shall appoint, from the membership of the Executive Board, a president pro tempore and a president-elect pro tempore who meet the eligibility criteria. With the next regular voting cycle of NCONL, a president and president-elect shall be elected in accordance with the provisions of these by-laws.
- D. If the offices of secretary or treasurer become vacant, the Executive Board shall appoint a NCONL member who meets the qualifications of officer eligibility to serve for the remaining portion of the unexpired term.

## ***DISTRICT REPRESENTATIVES***

### Article VIII - District Representative

#### Section 1. Districts

Boundaries of NCONL districts shall be the same as the North Carolina Hospital Center districts with one exception. The far western county health care institutions will be identified as District I and those health care institutions located eastward of Buncombe County to the District II and District III western division lines will be identified as District VII.

## Section 2. Eligibility

Each district representative shall be an individual member in good standing of NCONL.

## Section 3. Election and Term

- A. There shall be two (2) representatives from the membership of each of the districts. One representative shall be elected by the district membership each year to serve a two-year term.
- B. The election procedure to be followed shall be determined by the district membership.
- C. In addition to filling an unexpired term, district representatives may serve two (2) consecutive elected terms.
- D. Terms of office shall commence on January 1, following the General meeting.

## Section 4. Responsibilities

- A. District representatives shall serve as members of the Board.
- B. District representatives shall facilitate the exchange of information between the Board and the members in his/her respective districts.
- C. District representatives shall report in writing on district activities to the Board one month prior to the general meeting.
- D. The district representative shall notify the NCONL president of the elected district representative at least thirty (30) days prior to the beginning of the term.
- E. Frequency of district meetings of NCONL shall be determined by the district membership with a minimum of four (4) meetings per year.
- F. Business of the district shall be conducted in accordance with the by-laws of NCONL.

## ***EXECUTIVE BOARD***

### Article IX - Executive Board

#### Section 1. Composition

There shall be an Executive Board consisting of the president, president-elect, immediate past president, secretary, treasurer, executive director, the district representatives and chairs of standing NCONL committees. The immediate past president shall be the appointee to the North Carolina Center for Nursing Advisory Council.

#### Section 2. Duties

The Executive Board shall have the authority to make policy decisions for NCONL; to carry on the business of NCONL to establish rules and procedures for the Executive Board and NCONL; to approve reports, resolutions or actions of officers and committees, and to approve an annual budget for recommendation to the membership.

#### Section 3. Meetings

The Executive Board of NCONL shall have at least four meetings per year following receipt of formal notice. The president may call additional meetings of the Board with the concurrence of two other officers.

#### Section 4. Quorum

The majority of the members of the Executive Board, one of whom shall be the president or president-elect, shall constitute a quorum.

## Section 5. Attendance

Each member of the Executive Board is expected to attend each meeting unless excused by the president. Failure to attend two consecutive meetings without an excused absence from the president shall constitute an automatic resignation from the Executive Board after the Executive Board has approved such.

## ***COMMITTEES***

### Article X - Committees

#### Section 1. Committees of NCONL shall be:

- A. Standing Committees. The authority and responsibility of such committees shall be to address continuous, recurring and/or urgent matters as defined in these by-laws. Standing committees shall report their findings and recommendations to the Executive Board and/or full membership.
- B. Special (Ad hoc) Committees. The president creates special committees. The authority and responsibility of these committees shall be to study immediate and/or recurring matters. The special committees shall continue to function until the assignment is completed unless otherwise designated or until dissolved by the Board.
- C. Sub-Committees. A committee to accomplish specific tasks may create the sub-committees.

#### Section 2. Failure to Fulfill Responsibilities

Failure of a committee member to fulfill his/her responsibilities as determined by the Board, shall constitute an automatic resignation from the committee.

#### Section 3. Standing Committees

The standing committees of NCONL shall be:

1. Executive
2. Nominations
3. Program and Education
4. Legislative Liaison
5. Finance
6. By-laws
7. Practice
8. Membership
9. Information Services
10. Research

#### Section 4. Executive Committee

- A. Composition. The Executive Committee shall consist of the president, president-elect, secretary, treasurer, immediate past president and executive director.
- B. Duties. The Executive Committee shall be available on an advisory basis to the president for consideration of unscheduled matters requiring time-limited response. All actions of the Executive Committee shall be reported to the Executive Board at its next meeting.

## Section 5. Committee on Nominations

- A. **Composition.** The Committee on Nominations shall consist of the immediate past president of NCONL who shall serve as Chairperson and one of the two district Board representatives. . The District Representative will notify the Executive Board of their Nomination Committee member during the month of April each year.
- B. **Duties.** The Committee on Nominations shall prepare and submit to the Executive Board for approval a slate of candidates for president-elect, secretary and treasurer. The slate of candidates should reflect the broad program interest of NCONL with consideration being given to geographic representation. The list of candidates, together with a professional resume shall be mailed every other year to all NCONL members at least 60 days prior to the General Membership meeting date.
- C. **Vacancies.** If a vacancy occurs on the Committee on Nominations, the district from which the vacancy occurred shall elect a new voting member and communicate the new member's name to the president within thirty (30) days of notice of the vacancy. If the Chairperson of the Nominating Committee is vacant, the president shall appoint another Chairperson from the NCONL Executive Board.

Any voting member of NCONL may recommend in writing a candidate for consideration by the Committee on Nominations. Recommendations and consent to serve shall be sent to the Chairperson of the Committee on Nominations by May 15<sup>th</sup>.

## Section 6. Program and Education Committee

- A. **Composition.** The president shall appoint, from the voting membership, two members to serve as Chairpersons of the Program and Education Committee. The chairpersons shall have the option to appoint members to the committee as necessary. The composition shall be a minimum of three (3) voting members.
- B. **Duties.** This committee shall recommend to the Executive Board programs that promote the objectives of NCONL. It shall be responsible for the selection of a site and presentation of a program at each general meeting of NCONL as well as any sponsorship for the program. The Chairperson shall report to the Executive Board at each business meeting.
- C. **Vacancies.** If a vacancy should occur, the president shall fill the vacancy by appointment.

## Section 7. Legislative Committee

- A. **Composition.** The president shall appoint the Chairperson of the Legislative Committee, who shall have the option to appoint members to the committee as necessary. The composition shall be a minimum of three (3) members.
- B. **Duties.** The Chair shall keep the Board apprised of significant state and national legislation and of activities of organizations and boards, which impact on nursing. The Chair shall report to the Board at each Board meeting and to members at each general membership meeting.
- C. **Vacancies.** If a vacancy should occur, the president shall fill the vacancy by appointment.

## Section 8. Finance Committee

- A. **Composition.** The president shall appoint a three-member committee consisting of the treasurer of NCONL and two voting members, one of who shall be appointed by the president as Chairperson.

B. Duties. The Finance Committee shall prepare and present to the Executive Board a recommended budget for each fiscal year beginning January 1, and shall have conducted an annual audit of the previous fiscal year. The Finance Committee will also recommend to the Executive Board dues changes necessary to meet expense to fulfill the objective of NCONL.

C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment.

### Section 9. By-laws Committee

A. Composition. The president shall appoint a voting member as Chairperson, and two additional voting-members to serve as committee members.

B. B. Duties. The By-laws Committee shall review the by-laws and special rules of order and recommend changes as necessary to meet the objectives of NCONL.

C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment.

### Section 10. Practice Committee

A. Composition. The president shall appoint from the voting membership, two members to serve as Chairpersons of the Practice Committee. The chairpersons shall have the option to appoint members to the committee as necessary. The composition shall be a minimum of three (3) voting members, one of who must be a member of the Executive Board.

B. Duties. The Practice Committee shall serve as NCONL's advisory committee on practice issues. It shall be the duty of this committee to provide consultation to the Executive Board and NCONL on all matters relating to nursing practice in health care institutions. The Practice Committee shall also represent NCONL as a liaison committee to other associations, organizations, or agencies deliberating issues affecting the practice of nursing in health care institutions.

C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment.

### Section 11. Membership Committee

A. Composition. The president shall appoint from the voting membership, the Chairperson of the Membership Committee, who shall have the option to appoint committee members as necessary. The composition shall be a minimum of three (3) voting members.

B. B. Duties. The Membership Committee shall interpret member eligibility. They shall promote recruitment and retention efforts consistent with NCONL goals.

C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment.

### Section 12. Information Services Committee

A. Composition. The president shall appoint, from the voting membership, the Chairperson of the Information Services Committee who shall have the option of appointing members to the committee as necessary. The composition shall be at least three (3) voting members. B. Duties. The Information Services Committee shall direct efforts, which promote access to NCONL data sources. They shall develop and maintain NCONL historical files/records. They shall produce and distribute the NCONL newsletter.

C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment.

### Section 13. Research Committee

A. Composition. The Research Committee shall consist of members who possess an experiential knowledge base of nursing research and demonstrated interest in promoting/supporting research in the practice setting. The president shall appoint, from the voting membership, a chairperson(s) who shall have the option to appoint members to the committee as necessary. The committee shall be a minimum of five (5) voting members.

- B. Duties. This committee shall educate nurses regarding the value of research in improving health care, serve as a vehicle for conducting/supporting research in the practice setting, and serve as a repository of resources to facilitate nursing research. The Chairs(s) shall report to the Board at each Board meeting.
  
- C. Vacancies. If a vacancy should occur, the president shall fill the vacancy by appointment if the committee members desire or if the minimum request is not met.

## ***ARTICLE XI. AFFILIATIONS***

### Article XI – Affiliations

The relationship between NCONL and the North Carolina Hospital Center shall be voluntarily established for the mutual benefit of NCONL and NCHA.

NCONL may enter into agreement of affiliation with a National Organization for Nurse Executives under the provisions determined and prescribed by general membership.

## ***AMENDMENTS***

### Article XII - Amendments

Amendments to the by-laws may be recommended in writing by the Executive Board or by at least five voting members of NCONL. Amendments so proposed shall be filed with the secretary of the Organization at least 60 days prior to the general meeting. Notice of proposed amendments shall be sent to all members not less than 30 days prior to the meeting (by mail, Email or posted on the Website).

The by-laws may be amended by the above 30 day notice and a two-thirds vote of the members present and voting at any general or special meeting of NCONL, if those present constitute a quorum as defined in Article VI - Section 7. If a 30 day notice has not occurred, by-laws may be amended by a 75% vote of members present and voting at any general or special meeting of NCONL, if those present constitute a quorum as defined in Article VI - Section 7. Duly approved amendments shall be mailed to the membership within 120 days.

October 31, 2000

June 26, 2001

July 13, 2002

August 26, 2004

June 3, 2005

September 4, 2008

May 14, 2009