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| ARTICLE 1 - NAME | | |
| <p>The name of this professional organization is the ASSOCIATION FOR PERIOPERATIVE REGISTERED NURSES OF DENVER, COLORADO.</p> | | |
| ARTICLE II - PURPOSES | | |
| <p>The purposes of this association are:</p> <ul style="list-style-type: none"> A. To unite registered nurses for the purpose of maintaining an Association dedicated to promoting the highest professional standards of perioperative nursing practice for the optimum 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 association. 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 Association is not organized for profit and not part of its earnings inure to individuals. | | |
| Article III - MEMBERSHIP AND DUES | | |
| <p>Section 1: Membership in the Association is contingent on compliance with requirements as specified in these bylaws.</p> <p>Section 2: Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, sex or race.</p> <p>Section 3: Categories of membership in this Association are voting and non-voting.</p> <ul style="list-style-type: none"> A. Voting: A registered nurse, or a previously registered nurse who is retired and whose license was in good standing at the time of non-renewal, who supports the mission of AORN. <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 1. May serve on committees. 2. May not vote for elected officials or in the House of Delegates. 3. May not hold elective office. <p>Section 4: Termination</p> | | |

- 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. Dues shall be paid according to established policy.**

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| Article IV – OFFICERS | | |
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Changes made at the National level will be incorporated into the policies rather than the Bylaws to better suit our Chapter needs.

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| Article V - BOARD OF DIRECTORS | | |
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The Board of Directors consists of the officers and three (3) elected members. It has power, authority, and responsibility to manage the affairs of the Association, except to modify action of the members.

Section 1: Meetings

- A. Regular meetings of the Board shall be at least four (4) per year.**
- B. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board upon request to the President.**
- C. Four (4) members of the Board, two (2) of whom are officers, constitute a quorum.**

Section 2: Accountability Standards

The Board of Directors will ensure accountability standards are submitted yearly to the Association Headquarters. The President-elect will assume responsibility for collection of documents and submission to the Association Headquarters.

Section 3: Standing Committees

- A. The standing committees of the Association are Awards, Bylaws/Policy, Education/Program, Finance/Budget. Legislative, Membership/Hospitality/Credentials, OR Nurse Week, Publicity/Editorial, Education Grant, and Ways and Means.**
- B. The purpose and duties of these committees are listed in the Policy Manual.**

Section 4: Special Committees

Special Committees may be established by the Board of Directors and cease to exist when the purpose for which it was created is completed.

Section 5: Committee Report

Each committee Chairman submits a written report whenever requested.

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| Article VI – NOMINATING COMMITTEE | | |
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Section 1: Committee Composition

- A. The Nominating Committee consists of three (3) members. Two members selected in odd numbered years and one (1) in even numbered years, each serving a term of 2 years.**
- B. The immediate past President will automatically become a non-voting member of the committee for one year following the term of office as President.**

Section 2: Responsibilities

- A. The Nominating Committee prepares and presents a slate of candidates to serve for all elected positions.**
- B. The Nominating Committee prepares and presents a list of eligible nominees for election of delegates to the AORN Global Surgical Conference & Expo**
- C. Nominations for elected officers 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 same time of nomination.**
- D. Selects a chair from the continuing committee members.**

Article VII – ELIGIBILITY-ELECTIONS-TERMS OF OFFICERS-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.**
- B. To be eligible for elective office as a member of the Board of Directors, or a member of the Nominating Committee, a nominee must have been a member of the Association continuously for two (2) years immediately prior to being nominated**
- C. To be eligible for the office of President-elect, a nominee must have served at least one (1) year as a member of the Board of Directors.**

To be eligible for elective membership on the Nominating Committee, a nominee must have had active membership in this (local) Association for two (2) years prior to nomination.

- D. The members of the Nomination Committee may not be listed as candidates for election on a slate that they have prepared.**

Section 2: Elections

- A. The Board of Directors shall specify when the polls will be opened and closed.**
- B. Voting is by ballot. The date for both elections shall be announced.**
- C. Any member holding an elective office is not to be a candidate for another office unless the current term of the member expires at the impending annual election.**
- D. Nominations from the floor for elected positions may be made immediately after the slate of candidates is presented. The candidate's name will be placed on the ballot after eligibility has been verified.**

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 Secretary and two (2) 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. There will be a total of three (3) Board of Directors.

- C. The Treasurer and one (1) member 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 at the adjournment of the May meeting.
- E. No officer or member of the Board of Directors shall serve more than two (2) consecutive terms in the same office.

Section 4: Vacancies

- A. **President:** The President elect immediately assumes office.
- B. **President-elect:** A vacancy in the office of President-elect is filled by a vote of the Board of Directors from the slate submitted by the Nominating and Leadership Development Committee and eligibility requires the nominee to have served one (1) year as a member of the Board of Directors.
- C. The Board of Directors fills all other vacancies.
- D. Any member serving more than one-half (1/2) term is deemed to have served one (1) term in an elected position.

Section 5: Removal

- A. Any elected official, regardless of the manner of election or appointment, may be removed by the membership by a quorum affirmative vote (Article VIII, Section 1C): whenever in its judgment the best interest of the Association would be served thereby, 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 termination.

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| Article VIII – MEETINGS- QUORUM | | |
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Section 1: Association Meetings

- A. The number of meetings per year, the months in which they are held and the time and place, shall be determined by mutual agreement of the Board of Directors and the membership.
- B. Notice of monthly meetings will be sent to the membership at least seven (7) days prior to the meetings.
- C. The voting members present at the meeting to include those present via electronic means including (3) three members of the Board, (2) two of whom are officers, constitute a quorum.
- D. The annual meeting is designated as the May meeting.

Section 2: Special Meetings

- A. A special meeting may be called by the President or by the request of a majority of the Board of Directors or by request of a quorum of the membership.
- B. The membership shall be notified at least five (5) days prior to the called special meeting.
- C. The call shall state the purpose of the meeting the time and place, and no business other than stated in the call may be transacted.
- D. The voting members present at the meeting to include those present via electronic means including three (3) members of the Board of Directors, two (2) of whom are officers, constitute a quorum.

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| Article IX – DELEGATES |
| <p>Section 1: Delegates and alternate delegates attending the annual Congress must have active membership status in this (local) Association for one (1) year prior to nomination.</p> <p>Section 2: The delegate count shall be allocated annually to chapters based upon the ratio of total active chapter members to total active Association membership as of June 30, with each chapter having a minimum of one (1) delegate and one (1) alternative delegate. The president and president-elect shall automatically be delegates. Nominees for delegates will be chose by a point system.</p> |
| Article X – OFFICIAL PUBLICATION |
| The official publication of the Association is the <i>AORN Journal</i> . |
| Article XI – PARLIAMENTARY AUTHORITY |
| <i>Robert’s Rules of Order Newly Revised</i> is the parliamentary authority of this Association. |
| Article XII – FISCAL YEAR |
| The fiscal year of the Association is July 1 through June 30. |
| Article XIII – AMENDMENTS |
| <p>A. Amendments to these bylaws may be made at any regular meeting provided that the purposed amendments have been submitted to all members at least thirty (30) days prior to the vote.</p> <p>B. Amendments to the bylaws require a quorum vote (see Article VIII, Section 1, C).</p> |
| Article IV – DISSOLUTION |
| If the Association should dissolve, all funds in the treasury will be divided equally between the National AORN Scholarship Board and the National AORN Research Committee. |

President _____ *Peggy Camp* _____ Date 4/18/19 _____

By Laws Chairman _____ *Sandra Lindahl* _____ Date 4/18/19 _____