



BYLAWS

REVISED 08/22/2018

Article I

Name

This organization shall be known as the Organization for Associate Degree Nursing (OADN). The name of the organization shall officially be abbreviated as OADN.

Article II

Vision and Mission Statement

Vision – The leader in dynamic and collaborative nursing education.

Mission – To provide visionary leadership in nursing education to improve the health and wellbeing of our communities.

Article III

Membership

Eligibility for Membership.

Membership shall be open to individuals and agencies interested in the goals and objectives of the Organization.

Membership Classification.

There shall be the following classes of members:

Individual.

This category includes individuals who have an interest in associate degree nursing or academic progression. Individual members have full rights of membership and shall have one vote. Only INDIVIDUAL members actively engaged in associate degree nursing education are eligible for elected office.

Agency.

This category includes nursing programs and institutions of higher education that have an interest in associate degree nursing or academic progression. Agency members have full rights of membership with the exception of holding an elected office. Each agency shall have one vote.

Retirees, Students.

This category includes retired nurses or actively enrolled nursing students who have an interest in associate degree nursing or academic progression. This category has full rights of membership with the exception of holding an elected office, and shall not have a vote.

Other.

OADN welcomes all other interested parties who wish to be a part of this dynamic organization. This may include anyone who is interested in associate degree nursing and academic progression, including but not limited to: health care organizations (those who do not have a school of nursing); industry partners; other nursing organizations or associations.

Dues.

Annual dues shall be set by the Board of Directors. OADN chapter dues shall be determined by each chapter.

Individual, associate, retired, student, agency and affiliate organization members from a state that has a state chapter must join the state chapter and shall be assessed dues for national and state memberships as determined by the chapter.

Individuals or agencies from a state that does not have a state chapter may join as an at-large member and shall be assessed dues for national membership. The annual dues shall extend for one calendar year with all members renewing on their anniversary date.

**Article IV
Officers**

Officers.

The officers of OADN shall be President, President-elect, Secretary, Treasurer, and six Directors. The President-elect, Secretary and six Directors are elected positions. The Board appoints the Treasurer and up to two individuals as Public Directors. The President of the OADN Foundation serves as an ex-officio director with vote.

Eligibility.

The President, President-elect, Secretary, and five Directors shall be elected from the membership of this Organization. The Treasurer, based on identified skill sets, shall be appointed by the Board of Directors.

Terms of Office.

The President-elect shall serve a one-year term as President-elect and two years as President. The President-elect shall be elected during odd years. Three Directors shall be elected during even years. The Secretary and two Directors shall be elected during odd years. The Treasurer shall be appointed to a 4-year term in even years. Public Directors shall be appointed to a 2-year term.

Election.

The annual election shall be held by ballot. A plurality vote for any office shall constitute the election. In case of a tie vote, the election shall be determined by the Nominating Committee by lot. The full membership shall have the opportunity to vote for directors representing all regions and the at-large director, irrespective of where the member lives.

Vacancy.

In the event of a vacancy in the office of President the President-elect shall succeed to such office for the unexpired term. In years when there is not a President-elect, the vacancy will be filled by an appointment by the Board of Directors for the unexpired term. Other vacancies shall be filled by the Board of Directors for the unexpired term.

Board of Directors.

The Board of Directors shall be composed of the Officers and Directors. The Board of Directors shall conduct the business of the Organization.

The six elected directors to the Board of Directors shall be comprised of the following regional structure:

1) Northeast Regional Director shall be a resident of one of the following: Connecticut, Delaware, Maine, Maryland, Massachusetts, Vermont, New Jersey, New Hampshire, New York, Pennsylvania, Rhode Island, District of Columbia, International Members from Europe and the Middle East.

2) Southeast Regional Director shall be a resident of one of the following: Alabama, Georgia, Florida, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico, Virgin Islands, International Members from Central America, the Caribbean, and Africa.

3) Midwest Regional Director shall be a resident of one of the following: Minnesota, Michigan, Wisconsin, Indiana, Ohio, Iowa, Missouri, Illinois, Kansas, North Dakota, South Dakota, Nebraska, and International Members from Canada.

4) Southwest Regional Director shall be a resident of one of the following: Texas, Colorado, Utah, Nevada, New Mexico, Arizona, Oklahoma, Arkansas, Louisiana, International Members from South America.

5) West Region Regional Director shall be a resident of one of the following: Washington, Alaska, California, Oregon, Hawaii, Wyoming, Montana, Idaho, Guam, American Samoa, Northern Mariana Islands, International Members from Asia, Australia, New Zealand, and Oceania.

6) At-Large Board Member: This Board member can be elected from any region.

With the exception of the At-Large Director, Directors shall be residents of the regions that they represent.

The Board of Directors, after a fair hearing, and with a 2/3 vote, shall have the authority to remove from office in the Organization a Board member or Committee Chair whose actions are not supportive of the goals of the organization or who does not fulfill the duties of his/her office.

Quorum.

A quorum is met with the President and/or President-Elect plus a simple majority of board members.

Article V

Duties of Officers

President.

The President shall preside at all meetings of the Board of Directors and general membership of this Organization and shall represent the organization. The President shall perform such other duties as ordinarily pertain to this office and as listed in the OADN Board of Directors Handbook.

President-Elect.

The President Elect or a designated Board member shall preside in the absence of the President. The Officer shall serve in such other capacity as the Board may direct. The Officer shall perform such other duties as ordinarily pertain to this office and as listed in the OADN Board of Directors Handbook.

Secretary.

The Secretary shall ensure an accurate record of all business proceedings of the Organization and the Board of Directors. The Secretary shall perform such other duties as ordinarily pertain to this office and as listed in the OADN Board of Directors Handbook.

Treasurer.

The Treasurer shall manage the finances. The Treasurer shall perform such other duties as ordinarily pertain to this office and as listed in the OADN Board of Directors Handbook.

Directors.

The Directors shall serve in such capacities as the Board directs and as listed in the OADN Board of Directors Handbook.

Public Directors.

Public Directors shall be individuals with an interest in Associate Degree Nursing and shall contribute valuable insight from an external perspective. Public Directors shall be individuals appointed by the Board. No more than two Public Directors shall serve for a two-year term with voting privileges.

Article VI**Meetings of the Organization**

The regular meeting of the organization shall be held at least annually unless otherwise ordered by the Board of Directors. Special meetings may be called by the President or the Board of Directors as needed. The purpose of the meeting shall be stated in the call to meeting. At least ten days notice shall be given for any special meeting.

Notice.

The Board of Directors shall notify members of meetings 30 days in advance.

Quorum.

A quorum shall consist of three officers and 10% of the membership including representatives from at least five states.

Meetings of the Board of Directors.

Meetings of the Board of Directors shall be convened as the business and development of the organization indicate. Meetings of the Board of Directors shall be no less than twice a year.

Article VII**Committees****Section 1.**

The Board shall appoint committees and task forces to carry out the goals of the Organization.

Section 2. Nominating Committee.

Five committee members shall be elected by ballot for a two-year term. Three shall be elected in odd years and two in even years. The chair shall serve a one-year term, elected within one month of the annual meeting by committee membership. Nominating Committee members shall not hold a position on the OADN Board.

Article VIII**OADN Chapters****Recognition**

OADN Chapters (state or regional) which have been or hereafter may be organized, shall be recognized as OADN Chapters by majority vote of the Board of Directors, provided they meet the stated requirements and obligations. Applications for recognition shall be submitted to the Board of Directors.

OADN Affiliates may include other groups recognized by majority vote of the Board of Directors.

Name

An OADN Chapter or Affiliate may use in its name "Organization for Associate Degree Nursing (OADN)" provided it is in good standing with the national organization.

By-Laws

OADN Chapters shall maintain bylaws, which must not be in conflict with the national bylaws.

OADN Affiliates shall each maintain a memorandum of understanding with OADN.

Article IX

Amendments

Revision/Amendments.

These bylaws may be amended by vote with the majority of ballots received constituting acceptance of the amendment

After adoption by the members, the amended bylaws, with date of adoption, shall be attached to the minutes of the Organization.

Article X

Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall govern meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XI

Indemnification

Every Director, Officer, volunteer, and such others as specified from time to time by the Board of Directors, shall be indemnified by OADN against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of having been a Director or Officer of OADN, or any settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article XII

Dissolution

This Organization may be dissolved by resolution of the membership passed by not less than two-thirds (2/3) vote of the members responding to a vote.

In the event of dissolution of this organization, the Board shall, after paying all liabilities of the organization, dispose of all of the remaining assets of OADN to an organization qualifying under the Internal Revenue Code, pursuant to the language of the Articles of Incorporation. Dissolution of OADN also serves to dissolve all OADN chapters.

Approved by OADN Members August 2018