



## BYLAWS

REVISED 06/01/2020

### 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

#### 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.** Individual members shall be those who are engaged or have an interest in associate degree nursing. Individual members have all the rights of membership and shall have one vote.

**Program.** Program membership shall be comprised of colleges, and other institutions of higher education that have an interest in associate degree nursing. Nursing administrators and all registered faculty members are included in the program membership. They shall have all the rights of membership, including holding an elected office at the national level and the right to vote.

**Retired.** Retired members shall be individuals who have retired. Retired members have all the rights of membership and shall have one vote

**Student.** Student members shall be students who are currently enrolled in a pre-licensure or post-licensure programs. Students are not eligible to hold office or vote.

**Other.** Subject to approval by the board of directors, applications for membership from other interested parties that do not meet the aforementioned criteria, both individual and organizational, may be considered.

##### National Dues.

National annual dues shall be set by the Board of Directors and be required for all active individual, program, retiree, and student members.

### Article III

#### Officers

##### Officers.

The officers of OADN shall be President, President-elect, Secretary, Treasurer, and six Directors. The President-elect, Secretary and five Directors are elected positions. The Board appoints the Treasurer, one Board Member-at-Large, 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 and a Board Member-at-Large, 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. One Board Member-at-Large shall be appointed to a two year term. 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 five 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.

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.

## **Article IV**

### **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 Policy and Procedure Manual.

#### **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 Policy and Procedure Manual.

#### **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 Policy and Procedure Manual.

#### **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 Policy and Procedure Manual.

#### **Elected Directors.**

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

#### **At-Large Director.**

The At-Large Director shall serve in such capacity as the Board directs and as listed in the OADN Policy and Procedure Manual.

#### **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 and serve in such capacities as the Board directors as listed in the OADN Policy and Procedure Manual. No more than two Public Directors shall serve for a two-year term with voting privileges.

## **Article V**

### **Meetings of the Organization**

The regular meeting of the organization shall be held at least annually, face-to-face or virtually 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 a minimum of 20 members for the annual business meeting.

#### **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.

**Board Meeting Quorum.**

A quorum is met with the President and/or an officer from the Executive Committee plus a simple majority of board members.

**Article VI  
Committees****Section 1.**

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

**Section 2. Executive Committee.**

The OADN Executive Committee will be made up of the President, President-Elect (when applicable), Treasurer, Secretary, Chief Executive Officer, and other OADN staff as appointed. The Executive Committee will meet as needed to discuss the business of the organization. Any decisions made by the Executive Committee should be confirmed by the full board at the following board meeting.

**Section 3. 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 and will be elected by the Nominating Committee. Nominating Committee members shall not hold a position on the OADN Board.

**Section 4. Nominating Committee Members.**

Members are not eligible to run for national office during their term unless it is for re-election as a Nominating Committee member. If a Nominating Committee member chooses to run for office, they must resign from the Committee.

**Article VII  
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 posted on the website of the Organization.

**Article VIII  
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 IX  
Indemnification**

Every Director and Officer, 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 X  
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 May, 2020**