



Ohio Association of Advanced Practice Nurses

BYLAWS

Approved April 7, 2021

- ARTICLE I: Description
Section One: Name
Section Two: Purpose
Section Three: Mission
Section Four: Principal Office
- ARTICLE II: Membership
Section One: Categories of Members
Section Two: Membership Status
- ARTICLE III: Dues
Section One: Dues
- ARTICLE IV: Elections and Voting
Section One: Elections
Section Two: Voting Rights
Section Three: Voting
- ARTICLE V: Board of Directors
Section One: Board of Directors
Section Two: Officers
Section Three: Executive Committee
Section Four: Removal of Officers or Directors
- ARTICLE VI: Meetings and Committees
Section One: Annual Meeting
Section Two: Special Meetings
Section Three: Board meetings
Section Four: Committees
- ARTICLE VII: Operations
Section One: Contracts
Section Two: Checks, Drafts and Orders of Payment
Section Three: Fiscal Year
Section Four: Federal Tax Exemption
Section Five: Nonprofit Operations
Section Six: Indemnification
Section Seven: Employees
Section Eight: Reimbursements
- ARTICLE IX: Amendments
Section One: Amendments
- ARTICLE X: Dissolution
Section One: Distribution of Assets



ARTICLE I

Section One: Name. The name of the Corporation is Ohio Association of Advanced Practice Nurses (referred to as the “Corporation”), incorporated pursuant to the authority of Ohio Revised Code Chapter 1702.

Section Two: Purpose. The Corporation is incorporated exclusively for purposes within the meaning of Section 501C(6) of the Internal Revenue Code to promote advanced practice registered nursing. This includes supporting professional development, participating in implementation and monitoring of legislation, obtaining fair and equitable reimbursement for advanced practice nurses, fostering collegial and collaborative relationships with other health care professionals, and promoting quality, affordable, and accessible healthcare for all Ohioans.

Section Three: Mission. To promote Advanced Practice Nursing through practice, education, advocacy, and leadership.

Vision. Ohio APRNs will be recognized as leaders in providing affordable, accessible, quality healthcare for all Ohioans.

Section Four: Principal Office. The principal office of the Corporation will be located in the state of Ohio or as approved by the Board of Directors.

ARTICLE II

Section One. Categories of Members.

1. **Regular** – This category of membership is open to all currently licensed and active Clinical Nurse Specialists (CNS), Certified Registered Nurse Anesthetists (CRNA), Certified Nurse Midwives (CNM), and Certified Registered Nurse Practitioners (CNP). Regular Members in good standing have voting privileges.
2. **Student or Retired** – This category of membership is open to all registered nurses enrolled in an entry-level program that prepares Advanced Practice Registered Nurses program for initial certification as a CNS, CRNA, CNM, or CRNP or those retired from active practice as an advanced practice registered nurse. Student/retired members have no voting privileges.
3. **Associate** – This category of membership is any non-APRN individual interested in fostering the mission of the Corporation. Associate members have no voting privileges.
4. **Supporting** – This category of membership is open to any Corporation, agency, institution, or organization that supports the Corporation with financial support. There are no voting privileges for supporting members.



Section Two: Membership Status. Members in good standing are those whose membership dues have been paid in full and remain current in their payments.

ARTICLE III

Section One: Dues. Membership dues are paid on an annual basis or through options as determined by the Board of Directors.

ARTICLE IV

Section One: Elections:

1. Open positions will be posted by July 15 of each year.
2. Applications for open positions will be accepted until August 15th.
3. The Nominating Committee will “vet” the applications by a criteria determined by the Board of Directors.
4. The Nominating Committee will present their recommendations to the Board of Directors for approval of the slate at the September Board meeting.
5. The candidates will be listed on the ballot with biographical information on each candidate provided.
6. Results of the election will be announced at the annual meeting.

Section Two: Voting Rights. Each regular member in good standing shall be entitled to one vote for each matter submitted to the membership for voting.

Section Three: Voting. The majority vote of voting members will be required to approve matters requiring a general membership vote. No nominations from the floor will be considered. The majority vote of voting members in a specific region will be required to approve matters requiring regional membership approval. All membership voting will take place via electronic voting processes as determined by the Board of Directors. Only members in good standing are eligible to vote. All voting will take place using email or electronic surveys. No member may vote by proxy.

ARTICLE V

Section One: Board of Directors

1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.
2. **Qualifications.** Only Regular members in good standing may serve on the Board of Directors.
3. **Members of the Board of Directors.** The Board of Directors will consist of the following persons:
 - a. Persons selected as officers to the positions of President, President Elect, Secretary, Treasurer and Immediate Past President shall hold office both as an officer and a Director;
 - i. Those elected into an executive Board position will have served on the Board of Directors a minimum of 1 year prior to being nominated.
 - b. Six Directors who are elected at large;



- c. Directors elected by voting members in regions in such numbers as determined by the Board based upon the active participation by members in regions, which regions may be restructured from time to time.
 - d. The entire Board shall consist of not less than nine, but not more than 21 Directors.
4. **Term.** Directors who are elected will serve for a term of three years. Board members are eligible to serve a maximum of two terms of three years in a single position and may not be re-elected or appointed to serve for the same position until there has been at least a two-year break in service.
5. **Responsibilities.** Each Director will act in the best interests of the members of the Corporation and in addition to general service, will be required to serve on committee or committees of the Board. A Director/committee member shall perform his/her duties as a Director/committee member in good faith; in a manner he/she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director/committee member, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Directors, officers or employees of the Corporation whom the Director/committee member reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director/committee member reasonably believe are within the person's professional or expert competency; or (c) a committee of the Directors/committee members upon which he/she does not serve, duly established in accordance with these regulations, as to matters within it is designated authority, which committee the Director/committee member reasonably believes to merit confidence.
6. **Vacancies.** If a Director resigns or cannot finish their term, the Board can replace that Director for the remainder of the term. The Board Development Committee will propose a replacement and the Board will elect a replacement by majority vote.
7. **Compensation.** Directors shall not receive any stated compensation for their services but may be reimbursed for expenses as determined through policies of the Board in advance.
8. **Conflict of Interest and Confidentiality.** All Directors and officers are required to sign and must agree to comply with the conflict of interest and confidentiality policies of the Corporation as adopted by the Board as a prior condition before taking office as a Director or officer.

Section Two: Officers. The officers of the Corporation shall be the President, the President-Elect, Secretary, Treasurer, and Immediate Past President.

1. **President Elect** - elected by the members for a term of three years. The President-Elect will automatically assume the position of President after one year and one year after serving as President, serve as Immediate Past President for one year.
2. **President** - shall serve for a term of one year after serving as President-Elect.
3. **Immediate Past President** – shall serve for a term of one year after serving as President.
4. **Treasurer** – elected by the members for a term of three years.
5. **Secretary** - elected by the members for a term of three years.



6. **Vacancies.** In the event that an officer may not be able to perform their duties for their full term, a replacement will be selected by the Board and the officer will serve through the end of that service year. An officer selected through this process may stand for election at the next annual meeting.

Section Three: The Executive Committee. The Executive Committee is comprised of the officers including: President, President-elect, Secretary, Treasurer, and Immediate Past President. The Executive Committee provides guidance to the Board and acts in situations that require immediate decisions and actions in between Board meetings.

Section Four: Removal of Officers or Directors. A Director or officer may be removed from the Board by an affirmative vote of two-thirds of the Directors present at any meeting of the Board at which a quorum is present, if the Director (a) has missed two unexcused meetings per year; (b) shall have committed a material violation of the regulations or policies of the Corporation; or (c) has acted in a manner detrimental to the best interests of the Corporation.

ARTICLE VI

Section One: Annual Meeting - An annual meeting of the members shall be held at a time and location designated by the Board of Directors. Notice of the time and place of the annual meeting of the members shall be given to each member no less than 30 days before the date of the meeting. These notices will be placed on the website of the Corporation.

Section Two: Special Meetings - Special meetings of the members may be called by the President or by a request in writing by the majority of the Board of Directors. Notice must be given 7 days in advance and the purpose of the meeting will be stated in the notice. These notices will be placed on the website of the Corporation.

Section Three: Board Meetings

1. **Meetings.** Regular Board meetings will occur three (3) times per year. Board members are expected to attend all meetings. Only Directors may attend meetings of the Board of Directors. Notice (written or electronic) of the time and location of Board meetings will be sent to Directors at least 3 weeks in advance. Additional persons may be invited by the President to attend portions of the meetings of the Board as may be appropriate for the business of the Corporation.
2. **Quorum.** A majority of the Directors will constitute a quorum.
3. **Voting.** All decisions of the Board will be approved with a majority vote of the Directors in attendance. No Directors may vote by proxy.
4. **Participation.** Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting by virtue of a written resolution signed by all of the Directors who would be entitled to notice of a meeting of the Directors held for that purpose and such writing or writings shall be made as part of the record of the Corporation. A confirmation of action via email or other electronic device or medium will also be accepted as if the Director had signed the resolution. Directors may also participate in meetings of the Board via



telecommunication provided that the Director participating via phone shall be able to hear the general discussion of the meeting and all other members can hear them during the meeting.

Section Four: Committees. The Board may create such committees as appropriate for the best interest of the Corporation in accomplishing its mission. The Board may create or eliminate committees the Board believes appropriate.

1. Board Development Committee will have the responsibility of solicitation of nominations for candidates to serve as officers and Directors of the Corporation. Any candidate must be a regular member in good standing. The Board Development Committee will review candidates for election to the Board or as officer and for filling vacancies, and may evaluate candidates from time to time following procedures and guidance as established by the Board.
2. The committees of the Board must be chaired by a Director and committees may include other Directors as well as members of the Corporation or non – APRN members who provide a particular expertise or input for the good of the organization from time to time. APRN's who are not members of the organization may not be a member of a committee. The Board may adopt rules and regulations regarding the operation of specific committees and all committees are subject to the overall control and supervision by the Board and shall report their activities to the Board at each meeting of the Board.
3. Ad Hoc Committees. The President of the Board can designate Ad Hoc committees for a specified amount of time and purpose. The Chair and members do not need to be Board members but they must be members of OAAPN.

ARTICLE VII

Section One. Contracts. The President and the Executive Director (after consultation with the Executive Committee) can enter into contracts on behalf of the Corporation. The Executive Committee may adopt further rules and procedures as necessary from time to time regarding levels of authority and approvals.

Section Two. Checks, Drafts, and Orders of Payment. All checks, drafts, and orders of payment can be signed by the President, Treasurer, Secretary, or the Executive Director. The Board may adopt additional financial policies with more details of the check writing, bank statement verification, and cash flow policies and procedures.

Section Three. Fiscal Year. The fiscal year of the Corporation will begin on the first day of January and end on the last day of December.

Section Four. Federal Tax Exemption. No Director, officer, employee, member, or agent shall take any action or carry on any activity by or on behalf the Corporation that is not permitted by federal, state or local law. Additionally, no Director, officer, employee, member, or agent shall take any action or carry on any activity by or on behalf the Corporation which is not allowed to be taken by an organization exempt from federal income tax under section 501 (c)(6) of the Internal Revenue Code – as they exist now or as they may be amended in the future.



Section Five. Nonprofit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its members, Directors, or officers.

Section Six. Indemnification. Each Director, officer, agent, employee, or volunteer of this Corporation, and any director, officer, agent, employee or volunteer of any other entity serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under the Ohio Revised Code as the same shall be amended from time to time.

Section Seven. Employees. Members, excluding Directors, may become employees of the Corporation.

Section Eight. Reimbursements. The Corporation may reimburse members, officers, and Directors for expenses incurred in performing official duties on behalf of the Corporation. Written fiscal policy outlines cases when members and Directors may be reimbursed for their expenses.

SECTION VIII

Section One. Amendments. Amendments, changes or additions to these bylaws can be made with approval by a majority of the Board, and a majority vote of the voting members.

SECTION IX

Section One. Distribution of Assets. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liability of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations or organization, as said Court shall determine which are organized and operated exclusively for such purposes.

The Board of Directors approved these Bylaws for OAAPN CORPORATION on *March 27, 2021*.

The voting membership approved these Bylaws for OAAPN CORPORATION on *April 7, 2021*



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