

BYLAWS FOR

**MASSACHUSETTS ASSOCIATION
OF
OCCUPATIONAL HEALTH NURSES (*MaAOHN*), Inc.**

A chapter of the
American Association of Occupational Health Nurses (AAOHN), Inc.

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Article I NAME

The name of this chapter shall be Massachusetts Association of Occupational Health Nurses (MaAOHN) Inc., a chapter of the American Association of Occupational Health Nurses (AAOHN), Inc.

Article II PURPOSE

The purposes of MaAOHN are to:

1. constitute the state professional association of registered nurses engaged in the practice of occupational and environmental health nursing;
2. promote and/or provide continuing education in occupational and environmental health nursing;
3. maintain the integrity and character of the nursing profession;
4. promote scope of practice and standards for occupational and environmental health nurses;
5. provide a forum for networking and discussion of issues in the field of occupational and environmental health nursing;
6. promote health and safety of workers and communities and support occupational and environmental health nursing practice through monitoring and influencing state legislation and regulations;
7. promote occupational and environmental health nursing through public relations activities;
8. provide opportunities to develop chapter leadership skills; and
9. do within the limits of the law all things necessary, proper, incidental, suitable, useful and conducive to complete accomplishment of the foregoing purposes.

Article III MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

A. Active

1. A registered professional nurse currently employed in occupational and environmental health.
2. An active member whose employment status changes may maintain active membership for the remainder of that membership year and one additional consecutive year.
3. An active member may apply for inactive status if the member has temporarily left the field of occupational and environmental health nursing due to hardship.
4. Inactive status must be renewed annually and may be maintained for a maximum of three years.

B. Retired

A member retired from occupational and environmental health.

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- C. Affiliate
 - 1. A registered professional nurse not eligible for active status, but interested in the field of occupational and environmental health and the purposes of AAOHN.
 - 2. Others, not eligible for active status, but practicing in the field of occupational and environmental health and interested in the purposes of AAOHN.
- D. Student
 - 1. A registered professional nurse enrolled as a student in a program of study related to occupational and environmental health;
 - 2. A student in a professional nursing program with interest in occupational and environmental health;
 - 3. This category of membership must be renewed annually.
- E. Honorary Member
 - 1. Honorary membership may be conferred upon an individual selected by the MaAOHN Board of Directors for outstanding service to MaAOHN and/or the profession of occupational and environmental health nursing.
- F. Life Member
 - 1. Life membership may be conferred upon an individual selected by the MaAOHN Board of Directors for outstanding lifetime service to MaAOHN.

Section 2. RIGHTS AND PRIVILEGES

- A. Active members shall have full rights and privileges of membership.
- B. Members in all other classes:
 - 1. shall be ineligible to hold office;
 - 2. may attend membership meeting and participate in debates but shall not vote.
- C. Members in all classes may serve on committees.
- D. Honorary and Life members shall not pay state chapter dues.
- E. Members who have retired from occupational and environmental health and who are no longer practicing may request Retiree membership in MaAOHN without membership and privileges in AAOHN.

Section 3. APPLICATION FOR MEMBERSHIP

Membership shall be granted by AAOHN. A written application submitted to the national office is required for all classes of membership, except Honorary & Life.

- A. The state chapters shall have thirty (30) days to challenge a member.
- B. If a member's application is challenged, the final review and approval shall be the sole and absolute discretion of the AAOHN Board of Directors.
- C. Final approval of applications for membership shall be within the sole and absolute discretion of the AAOHN Board of Directors.
- D. The State Chapter shall determine the application process for persons not applying through National.

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Section 4. DUES

- A. Annual dues of members are payable January 1st.
- B. Each member shall send annual dues of AAOHN and MaAOHN to the national office.
- C. New members joining after June 30 shall pay half a year's national dues and full local, state, and regional dues for the balance of the first calendar year of membership.
- D. A change in the state dues structure for any class of membership shall, upon recommendation of the Board of Directors, be submitted to the members at a regular or special meeting. Notice of such recommendation shall be sent to each member with the call to the meeting. Approval shall be by a two-thirds (2/3) vote.
- E. Dues for Honorary, Life and members meeting criteria in Article III, Section 2.E. shall be paid directly to the State Chapter.

Section 5. FORFEITURE OF MEMBERSHIP

Membership shall be automatically terminated:

- A. for not meeting membership criteria; or
- B. for non-payment of dues.

Section 6. REINSTATEMENT

- A. A former member who forfeited membership for non-payment of dues may be reinstated:
 - 1. during the year of forfeiture by payment of current dues.
 - 2. After the year of forfeiture, by application as a new member and payment of current dues.
- B. A former member who forfeited membership for any other reason may apply as a new member, pay the current dues and meet the requirements then in force.

Section 7. ACCESS TO RECORDS

Consistent with legal requirements, a member may inspect the books and records of MaAOHN for any proper purpose upon reasonable notice.

Article IV BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board of Directors shall be comprised of the elected Officers and the Presidents of the local chapters who will serve as Directors. The immediate past President shall serve as an ex-officio member for one year and shall have no voting rights.

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Section 2. DUTIES

The duties of the Board of Directors shall be to:

- A. establish mission and goals;
- B. transact the general business and affairs of MaAOHN;
- C. adopt an annual budget;
- D. designate the place of deposit for money;
- E. when determined by vote of the Board, provide bond for any person handling funds;
- F. provide for an independent review by an external party of the books and records of this chapter;
- G. recommend to membership any proposed changes in state dues structure;
- H. fill any vacancy, except that of President, by ballot vote;
- I. fill any vacancy on the Nominating Committee;
- J. approve presidential appointments;
- K. appoint election Tellers and Chairman of Tellers;
- L. process all complaints or requests;
- M. initiate proceedings for the removal of an officer for misconduct or neglect of duty in office using due process procedures as outlined in Robert's Rules of Order Newly Revised or the corporate code of an incorporated chapter;
- N. establish advisory councils if and when deemed necessary;
- O. determine time and place for annual meeting;
- P. adopt the necessary standing rules, policies and procedures to implement these by laws.

Section 3. MEETINGS OF OFFICERS AND DIRECTORS

- A. Regular meetings of the Board of Directors shall be held at least two (2) times per year.
- B. Special meetings of the Board of Directors:
 - 1. may be called by the President;
 - 2. shall be called by the President upon written request, email included, of two-thirds (2/3) of the members of the Board of Directors;
 - 3. may be held with at least 24 hours prior notice.
- C. Notices of all regular meetings of the Board of Directors shall be mailed, email included, at least 10 days before the date of the Board meeting.
- D. Meetings may be conducted through the use of any means of communication by which any or all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- E. Business may be conducted by mail when necessary. At least two thirds (2/3) of the Board of Directors must participate in such action. A report of any action taken shall be verified and made a part of the minutes of the next Board meeting.
- F. QUORUM: Two thirds (2/3) of the members of the Board of Directors, including the President or the vice President, shall constitute a quorum at any meeting of the Board.

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Section 4. OFFICERS

- A. The elected officers shall be the President, Vice President, Secretary, & Treasurer.
- B. Qualifications: To be eligible for election, candidates must be active members. In addition, candidates for President shall have served a minimum of one (1) term as an officer at either the state or local level.
- C. Duties: The duties shall be such as are implied by the respective titles except as otherwise stated in these bylaws and more specifically shall include the following:
 - 1. The President shall:
 - a. be the chief elected officer and official representative of MaAOHN;
 - b. perform duties as set down in the bylaws or standing rules adopted by the Board of Directors;
 - c. appoint, subject to the approval of the Board of Directors, standing and ad hoc committees;
 - d. approve bills for payment, subject to limits prescribed by the Board of Directors;
 - e. establish policies to ensure proper accounting procedures are followed;
 - f. submit a written report at the annual meeting;
 - g. submit to the AAOHN office written reports as requested by AAOHN;
 - h. notify AAOHN in writing of the election or change in officers within 30 days;
 - i. sign all checks in the absence of the Treasurer.
 - 2. The Vice President shall:
 - a. in the absence of the President, assume the duties of the President;
 - b. succeed to the office of President for the unexpected term in the event of a vacancy in that office;
 - c. assume other duties assigned by the bylaws or standing rules, or the Board of Directors.
 - 3. The Secretary shall:
 - a. prepare the minutes of all meetings of MaAOHN and of the Board of Directors;
 - b. notify all officers of their election and all committees of their appointments;
 - c. conduct the general correspondence;
 - d. notify members and directors in writing of the time and place of meetings.
 - 4. The Treasurer shall:
 - a. chair the Finance Committee;
 - b. deposit all monies belonging to this chapter in a bank approved by the Board of Directors;
 - c. keep itemized records of receipts and disbursements and book of accounts
 - d. pay all bills approved by the President;
 - e. submit the books and records for an annual independent review by an external party appointed by the Board of Directors;
 - f. submit an annual financial report to the annual meeting;
 - g. obtain an accurate membership list as needed;
 - h. at least ninety (90) days before the annual meeting, mail to the Chairman of the Committee of Nominations and the Chairman of Tellers upon appointment, an accurate list of the voting members;

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- i. submit a written report at each meeting of the Board of Directors and MaAOHN;
 - j. be bonded when determined by the Board of Directors.
- D. The Directors shall perform such duties as shall be assigned by the President or the Board of Directors.
- E. All officers shall deliver to their successors all books, papers, and other property belonging to the chapter, within thirty (30) days after completion of term of office.

Section 5. DIRECTORS

- A. There shall be four (4) Directors. Directors will consist of the local chapter presidents.

Section 6. TERM OF OFFICE

- A. The term of office for Officers shall be for two (2) years or until a successor has been elected and assumes office.
- B. The term of office for Directors shall be two (2) years or until their successors have been elected and assume office.
- C. The Board of Directors shall assume office on January 1 or upon election.
- D. No member of the Board of Directors may serve more than two (2) consecutive terms in the same office.
- E. Any part of a term in excess of twelve (12) months for Officers or Directors shall be considered a term in deciding eligibility for re-election.

Section 7. VACANCY IN OFFICE

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. Any other vacancy shall be filled by ballot vote of the Board of Directors.

Article V NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE

- A. Composition:
The Nominating Committee shall be composed of (3) members elected by the members.
- B. Chairman:
The chairman shall be elected by the committee.
- C. Qualifications:
A member shall have been a member of MaAOHN for no less than one (1) year.
- D. Term:
Members shall serve (2) years or until their successors are elected and shall not be eligible for immediate re-election.

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- E. Vacancy:
Should a member of the Nominating Committee become a nominee for Officer or Director, that person shall resign. Any vacancy and subsequent remaining term of office on the Nominating Committee shall be filled by the Board of Directors with the candidate who received the next highest number of votes, if available. If the member is unable to serve, the vacancy shall be filled by a ballot vote of the Board of Directors.
- F. Duties:
1. The committee shall request that members recommend the names of candidates for each elective position.
 2. The committee shall consider the qualifications of all candidates proposed by the membership or by members of the Nominating Committee and shall select nominees for each office and vacancy on the Nominating Committee.
 3. The consent of all persons whose names appear on the ballot shall be secured.
 4. A ballot shall be prepared with the placement of names chosen by lot.

Section 2. BALLOT

- A. In odd numbered years, the ballot shall contain nominees for:
1. President
 2. Vice President
 3. Two (2) Nominating Committee Members

In even numbered years, the ballot shall contain nominees for:

1. Secretary
2. Treasurer
3. One (1) Nominating Committee Member

- B. No member shall be a candidate for more than one position.

Section 3. ELECTIONS

- A. All elections shall be by ballot prepared by the Nominating Committee.
1. The ballot, together with directions and the accompanying documents of each candidate shall be mailed at least forty (40) days before the annual meeting.
 2. The sealed official envelope containing the marked ballot shall be mailed to the Chairman of Tellers at least twenty (20) days before the annual meeting.
 3. The Treasurer shall deliver an official roster of members eligible to vote to the Chairman of Tellers.
- B. Tellers: The Board of Directors shall appoint two (2) Tellers and the Chairman of Tellers at least ninety (90) days before the annual meeting.
- C. The sealed ballots shall be counted at a meeting of the tellers prior to the annual meeting. The full report of the Tellers shall be read at the annual meeting.
- D. Decision: A plurality vote shall elect. In the event of a tie vote, a decision shall be determined by lot.
- E. Ballots shall be retained for six (6) months.

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- F. In the event of an unopposed ballot,
1. A vote shall be obtained at the annual meeting by a two-thirds (2/3) vote of the members present and voting
 2. Member notification of such process will take place via email or mail 60 days prior to the annual meeting

Article VI MEETINGS

Section 1. ANNUAL MEETING

- A. There shall be an annual meeting. The meeting shall be held at such time and place as shall be determined by the Board of Directors.
- B. Cancellation of Annual Meeting
In the event of an emergency, the Board of Directors by two-thirds (2/3) vote may cancel or reschedule the annual meeting. All members shall be notified of the cancellation or rescheduling and the results of the election.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the President upon written request of 1/2 of the membership.

Section 3. NOTICES

Notices of all meetings of the membership shall be mailed not less than ten (10) days and not more than forty (40) days before the date of the meeting.

Section 4. QUORUM

Ten percent (10%) active members including two (2) officers, one of who shall be the President or Vice President, shall constitute a quorum of all the meetings of the membership.

Section 5. OFFICIAL RECORD

An official record of the meetings will be made.

Article VII COMMITTEES

Section 1. STANDING COMMITTEES

- A. There shall be standing committees as needed to support the business of the chapter. Standing committees may include but not be limited to:
1. Bylaws and Policy and Procedure

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2. Communications
 3. Finance
 4. Governmental Affairs
 5. Membership
 6. Planning
 7. Professional Development
- B. Each committee shall consist of at least 3 committee members which includes the chairperson.
- C. Detailed committee duties and procedures shall be as set down in the standing rules or policies and procedures.

Section 2. AD HOC COMMITTEES

Ad hoc committees may be appointed as authorized by the general membership or the Board of Directors.

Section 3. Ex-OFFICIO MEMBERS

The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 4. QUORUM

Quorum for any committee meeting shall be a majority of the committee.

Article VIII PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall govern the proceedings of this chapter, in all cases not provided for in these bylaws or in the standing rules or policies.

Article IX AMENDMENTS

- A. These bylaws may be amended, at any annual meeting or special meeting by a two-thirds (2/3) vote of the members present and voting, provided that the proposed amendments shall have been approved by the Board of Directors and mailed to each voting member at least thirty (30) days in advance.
- B. No by-laws shall be effective until approved by the Board of Directors of the American Association of Occupational Health Nurses (AAOHN), Inc.

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