



# Bylaws

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# BYLAWS

## ARTICLE I: TITLE

The name of the organization shall be the American Association for the History of Nursing (AAHN). AAHN is organized as a 501 (c) (3) not for profit corporation for educational, charitable, and literary purposes. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer, or other individual.

## ARTICLE II: PURPOSE

The purpose of AAHN shall be to foster the importance of history as relevant to understanding the past, defining the present, and influencing the future of nursing by:

- A. Stimulating national and international interest and collaboration in the history of nursing;
- B. Educating nurses and the public regarding the history and heritage of the nursing profession;
- C. Encouraging and supporting research in the history of nursing and recognizing outstanding scholarly achievement in nursing history;
- D. Encouraging the collection, preservation, and use of materials of historical importance to nursing;
- E. Serving as a resource for information about nursing history;
- F. Producing and distributing educational materials related to the history and heritage of the nursing profession;
- G. Promoting the inclusion of nursing history in nursing curricula; and
- H. Fostering interdisciplinary collaboration in history.

## ARTICLE III — MEMBERSHIP

Eligibility

- A. Membership shall be open to individuals and agencies, organizations, and corporations interested in the purposes and work of AAHN without regard to nationality, gender, sexual orientation, religion, disability, health status, race, creed, or age.
- B. Individual members shall be eligible to vote, and to serve on the Board of Directors, (the Board), committees, and work groups.

## ARTICLE IV — DUES

- A. The dues year for all members shall be a **period of twelve (12) months beginning on January 1 of each year**. Should a member join during other times throughout the year, their dues will be prorated accordingly.
- B. Membership dues shall be payable in U.S. currency.
- C. Membership dues shall be set by the Board.

## **ARTICLE V — MEETINGS**

### Section 1 — Meetings of the Membership

#### A. Annual Membership Meeting

1. An Annual Membership meeting for the transaction of the business of AAHN shall be held at a date and time as determined by the Board. The Annual Membership meeting shall be open to members and invited guests.
2. Notice of the Annual Membership meeting shall be mailed or sent electronically at minimum sixty (60) days prior to the date of the Annual Meeting.
3. Members may propose agenda items in writing or by electronic means to the president thirty (30) days prior to a scheduled Annual Membership meeting.
4. A quorum for the Annual Membership meeting shall be six (6) Board members, one (1) of whom must be the president; first vice president or second vice president; the executive director; and three percent (3%) of the total membership of AAHN as of sixty (60) days prior to the date of the meeting.
5. Each Board and individual member shall be entitled to one (1) vote at the Annual Membership meeting. Each individual member within an agency, organization and/or institutional membership shall be entitled to one (1) vote.

#### B. Special Membership Meetings

In order to conduct business, special meeting(s) of the membership may be called at the discretion of the Board, or by no less than twenty (20) individual members who have signed a petition presented to the Board. The special meeting shall be held in accordance with the following:

1. The Board will schedule the special meeting within sixty (60) days unless petitioners request an alternative timeline.
2. Notice of the date, time, and purpose of the meeting shall be mailed or sent electronically to all members within thirty (30) days of special meeting or as required by petition. Business conducted at a special meeting shall be limited to the purpose(s) contained in the notice.
3. A quorum for the special meetings shall be six (6) Board members, one (1) of whom must be the president; first vice-president or second vice-president; the executive director unless specifically excused; and three percent (3%) of the total membership of the AAHN as of sixty (60) days prior to at the date of the meeting.
4. Each Board and individual member shall be entitled to one (1) vote at a special meeting of the membership. Each individual member within an agency, organization and/or institutional membership shall be entitled to one (1) vote.

## Section 2 — Meetings of the Board

- A. The Board shall meet at least once annually and at other times as determined by the Board. The president shall determine the date and place of meetings in consultation with the executive director and approval by the Board.
- B. A quorum shall be at least seven (7) Board members, one (1) of whom must be the president, first vice-president, or second vice-president.
- C. Board meetings may be held face-to-face, by teleconference call, or by any electronic means that allows for an appropriate exchange of information.

## Section 3 — Committee Meetings

- A. Committee meetings shall be called at the discretion of the chairperson, and notice shall be given to the members at minimum fifteen (15) days prior to the meeting or at a time mutually agreeable to a majority of the members of the committee.
- B. Committee meetings may be held face-to-face, by teleconference call, or by any electronic means that allows for an appropriate exchange of information.

## **ARTICLE VI — BOARD OF DIRECTORS**

### Section 1 — Eligibility

Individual members who have been a member in good standing for a minimum of two (2) years shall be eligible to hold office and serve on the Board. The officer positions of president, first vice-president, second vice-president, secretary, and treasurer require prior AAHN Board experience. Service on a committee, sub-committee, and/or taskforce of the AAHN is preferred prior to serving on the Board. The position of Director of Awards and Director of Research Review have additional eligibility requirements noted in Article VII – Standing Committees, Sections 3. B. and 7. B.

### Section 2 — Composition

The officers of AAHN shall be the president, first vice-president, second vice-president, secretary, and treasurer. The Board shall consist of the five (5) officers and eight (8) directors. For a period of two (2) years, the immediate past president shall serve as an ex-officio non-voting member of the Board. The executive director shall serve as an ex-officio non-voting member of the Board.

### Section 3 — Authority and Duties of the Board

All powers of AAHN are vested in and shall be exercised by the Board during the interim between membership meetings, except that the Board may not nullify or modify any action taken at the membership meetings, and subject to the provisions of these Bylaws and adopted policies. Management by the Board shall include the following duties:

- A. Appoint an executive director who shall be the administrative officer and general manager of AAHN. The executive director shall be accountable to the Board and shall carry out such responsibilities in connection with the duties of the position as specified by the Board and within approved budget limitations
- B. Manage the business of AAHN and maintain a permanent headquarters.
- C. Monitor the achievement of organizational objectives and mandates of the membership, and define and approve all policies.
- D. Approve and monitor the annual AAHN budget.
- E. Receive and accept an independent Certified Public Accountant (CPA) review as requested by the Board.
- F. Appoint work groups to address specific needs of AAHN.
- G. Review and approve the terms of official relationships established with other agencies, organizations, or corporations and approve any commitment in the form of action, statement of policy or position, and/or financial obligations involved in such relationships.
- H. Have the power to fill vacancies on the Board and Nominating Committee for an unexpired term, unless otherwise specified in these Bylaws.
- I. Have the option of removing a Board member from office if said Board member fails to fulfill his/her responsibilities as defined in these Bylaws and policies of AAHN. This action will require a three-fourth (3/4) vote of the Board present and voting, provided a quorum is present.
- J. In case of emergency, action by teleconference call or other electronic means may be taken by the Board, provided the same information is conveyed to each Board member prior to the vote.

#### Section 4 — Executive Committee

- A. The five (5) elected officers and the executive director, without vote, shall serve as the Executive Committee.
- B. The Executive Committee shall have the power to transact business between the meetings of the Board when the business cannot wait until the next regularly scheduled Board meeting. All transactions of this Committee shall be reported in full at the next regularly scheduled meeting of the Board. The Executive Committee may conduct business by teleconference call or other electronic means. All Board members shall be notified of any actions taken by the Executive Committee within two (2) weeks of the Executive Committee meeting.
- C. The Executive Committee shall have the power to approve the annual budget.

#### Section 5 — Election and Terms

- A. The president, second vice-president, treasurer, and four (4) directors shall be elected in even numbered years, for a two (2) year term, or until a successor(s) is elected or appointed.
- B. The first vice-president, secretary, and four (4) directors shall be elected in odd numbered years, for a two (2) year term, or until a successor(s) is elected or appointed.

- C. No officer or director shall serve more than two (2) consecutive elected terms in the same office.
- D. Officers and directors may not serve for more than six (6) consecutive years on the Board except if elected to a higher position, in which case, he/she may serve in accordance with the provisions specific to the newly elected position.
- E. In the event of a tie vote, a run-off election shall be held within two (2) weeks of the first election. If the run-off election results in a tie, choice will be by lot.
- F. If an officer or director is appointed to complete an unexpired term, he/she shall be eligible to be elected in accordance with Section 5, items A through D.

#### Section 6 — Vacancies

- A. A vacancy on the Board, other than the president, shall be filled by appointment for the remainder of the term, if deemed essential, by the Board. Written notice of such actions must be provided to the members by communiqué as appropriate.
- B. In the event of a vacancy in the position of president, the first vice-president shall assume the position of president for the remainder of the term.
- C. In the event of a vacancy in the position of first vice-president, the second vice-president shall assume the position of first vice-president for the remainder of the term.
- D. Filling a vacancy, other than those specified in Section 6, items B and C, requires two-thirds (2/3) vote of the Board present and voting, provided a quorum is present.

#### Section 7 — Duties of Officers and Directors

- A. The President shall:
  1. Serve as the principal officer of AAHN and preside at all organizational meetings of the Board, the Executive Committee, and the membership.
  2. Serve as ex-officio member of all committees without vote, except the Nominating Committee.
  3. Determine the agenda for meetings in consultation with the executive director.
  4. Serve as official representative of AAHN.
  5. Be responsible for providing an annual report to the membership.
  6. Appoint committees and their chairpersons (with the exception of the Nominating Committee), subject to approval by the Board, and make other appointments as necessary.
  7. Empower the executive director to oversee the tabulation of AAHN's election ballots.
  8. Have such powers and perform such other duties as may be assigned by the Board.
- B. The First Vice-President shall:
  1. Accede to the office of president in the event of a vacancy.
  2. Preside in the absence of the president.
  3. Serve as chair of the Strategic Planning Committee.
  4. Perform other duties as assigned by the president and/or Board.

- C. The Second Vice-President shall:
  - 1. Preside in the absence of the president and first vice-president.
  - 2. Serve as chair of the Program Planning Committee.
  - 3. Perform other duties as assigned by the Board.
- D. The Secretary shall:
  - 1. Prepare minutes of all organizational meetings of the Board, the Executive Committee, and the membership.
  - 2. Perform other duties as assigned by the Board.
- E. The Treasurer shall:
  - 1. Act as custodian of the Association funds.
  - 2. Report the Association fund balances to the Board.
  - 3. Ensure that an independent CPA review is conducted as requested by the Board and annual tax-returns are prepared and filed according to Association policy.
  - 4. Serve as chairperson of the Finance Committee.
  - 5. Be responsible for providing an annual financial report to the membership.
  - 6. Oversee investment opportunities as directed by the Board.
  - 7. Oversee, in coordination with the executive director, the preparation of a draft budget for the next fiscal year for approval by the Board.
  - 8. Perform other duties as assigned by the Board.
- F. Each of the Directors shall:
  - 1. Chair a Standing Committee or serve as a key representative to a committee or other workgroup.
  - 2. Perform such duties as assigned by the president in accordance with the priorities and needs of AAHN.

**ARTICLE VII — STANDING COMMITTEES**

Section 1 — Program Planning Committee, Pre-Conference Planning Subcommittee, and Abstract Review Subcommittee

- A. Program Planning Committee:
  - 1. Responsibilities:
    - a. Coordinate the annual conference program in cooperation with the Local Arrangements Committee, Pre-Conference Planning Subcommittee, and Abstract Review Subcommittee chairpersons and in accordance with the policies of AAHN.
    - b. Assume responsibilities and duties as assigned by the Board.
  - 2. Composition, Appointment, and Period of Appointment:
    - a. The elected second vice-president shall serve as chair.
    - b. The chairperson of the Abstract Review Subcommittee shall serve as a committee member for a two (2) year term, or until a successor is appointed.
    - c. A representative of the Local Arrangements Committee shall serve as a committee member for a one (1) year term, or until a successor is appointed.

- d. The immediate past second vice-president shall serve as a committee member for a one (1) year term.
  - e. The past chairpersons of the Program Planning Committee and Abstract Review Subcommittee shall serve as committee members for a one (1) year term to provide continuity.
  - f. The chairperson will appoint two (2) individual AAHN members, with the approval of the president, to serve on the committee for a two (2) year term.
- B. Composition, Appointment, and Period of Appointment of the Program Planning Subcommittees:
- 1. Pre-Conference Planning Subcommittee:
    - a. Responsibilities
      - 1. Coordinate the pre-conference for the annual conference program in cooperation with the Program Planning Committee and Local Arrangements Committee and in accordance with the policies of AAHN.
    - b. Composition, Appointment, and Period of Appointment:
      - 1. The chairperson, appointed by the president, shall serve a two (2) year term, or until a successor is appointed.
      - 2. Two (2) individual AAHN members who shall be appointed by the Chairperson, with approval of the president, shall serve as subcommittee members for a staggered two (2) year term, or until a successor(s) is appointed.
  - 2. The Abstract Review Subcommittee:
    - a. Responsibilities:
      - 1. Solicit and recommend to the Program Planning Committee chairperson abstracts for papers, posters, and thematics to be presented at the Annual Conference in accordance with the policies of AAHN.
    - b. Composition, Appointment, and Period of Appointment:
      - 1. The chairperson, appointed by the president, shall serve a two (2) year term, or until a successor is appointed.
      - 2. Four (4) individual AAHN members, appointed by the president with the approval of the Board, shall serve as subcommittee members for a staggered two (2) year term, or until a successor(s) is appointed.

## Section 2 — Strategic Planning Committee

- A. Responsibilities:
  - 1. Perform ongoing assessment of the mission, purposes, structure, trends, and programs of AAHN.
  - 2. Develop recommendations for strategies to achieve the mission and purposes of AAHN
  - 3. Assume responsibilities and duties as assigned by the Board.
- B. Composition, Appointment, and Period of Appointment:

1. The first vice-president shall serve as the chair.
2. The immediate past president shall serve for two (2) years.
3. The elected director of strategic planning shall serve as a committee member for a two (2) year term.
4. Two (2) individual AAHN members shall be recommended to the president by the chairperson for appointment, with approval of the Board, to serve as committee members a two (2) year term, or until a successor(s) is appointed.

### Section 3 — Awards Committee

#### A. Responsibilities:

1. Solicit nominations for the Association awards.
2. Select the recipients of the awards using subcommittees for each Association award. The subcommittees shall evaluate the nominations and select the award recipients according to the criteria and policies of AAHN.
3. Notify the Board of the recipients.
4. Arrange for presentation of the awards to the recipients.

#### B. Composition, Appointment, and Period of Appointment:

1. The elected director of awards shall serve as chair.
2. The members of the committee shall consist of the chairpersons of each of the Awards Subcommittees.
3. The committee will comprise individuals who have a record of research/scholarship activity in nursing and/or healthcare history.

#### C. Composition, Appointment, and Period of Appointment of the Awards Subcommittees:

1. The chairperson, appointed by the president with the approval of the Board, shall serve a two (2) year term, or until a successor is appointed.
2. Two (2) individual AAHN members, appointed by the president with the approval of the Board, shall serve as subcommittee members for a two (2) year term, or until a successor is appointed.
3. The subcommittee will comprise individuals who have a record of research/scholarship activity in nursing and/or healthcare history.

### Section 4 — Publications Committee

#### A. Responsibilities:

1. Administer publications authorized by the Board.
2. Oversee contract negotiations and make recommendations to the Board for final approval.
  - a. Make recommendations to the editors of the various publications.
  - b. Act as an intermediary between the Board and the editors as appropriate.
  - c. Periodically evaluate publications and provide appropriate feedback.
  - d. Identify methods to increase circulation of publications.
  - e. Assume responsibilities and duties as assigned by the Board.

#### B. Composition, Appointment, and Period of Appointment:

1. The elected director of publications will serve as chair.

2. Two (2) individual AAHN members, appointed by the president with approval by the Board, shall serve as committee members for a two (2) year term, or until a successor is appointed.
3. Editors of each of AAHN's publications shall serve as committee members.
4. The editors of the publications shall be appointed by the president with approval by the Board. The Editors may serve until their successors are appointed. Terms of appointment are negotiated by the president.

#### Section 5 — Finance Committee

##### A. Responsibilities:

1. Make recommendations to the Board for investment guidelines for Association financial resources.
2. Make recommendations to the Board for raising funds for AAHN.
3. Make recommendations to the Board for acquisition of fixed assets.
4. Receive and recommend an annual budget, inclusive of all publications, the annual meeting, awards, and all other budget considerations, for full Board approval.
5. Assume responsibilities and duties as assigned by the Board.

##### B. Composition, Appointment, and Period of Appointment:

1. The elected treasurer shall serve as chair.
2. The elected director of finance shall serve as a committee member for a two (2) year term.
3. One (1) individual AAHN member, appointed by the president with the approval of the Board, shall serve as committee members for a two (2) year term, or until a successor is appointed.
4. The executive director shall serve as a non-voting committee member.

#### Section 6 — Bylaws and Policies Committee

##### A. Responsibilities:

1. Review and propose amendments or recommend revisions of the Bylaws to the Board as the needs of AAHN dictate.
2. Review and recommend policies and/or the amendment of existing policies to the Board as the needs of AAHN dictate.
3. Assume responsibilities and duties as assigned by the Board.

##### B. Composition, Appointment, and Period of Appointment:

1. The elected director of bylaws and policies shall serve as chair.
2. The president shall appoint, with approval of the Board, individual AAHN members to serve as committee members on an ad hoc basis at the request of the committee chairperson for a two (2) year term, or until a successor is appointed.

#### Section 7 — Research Review Committee

##### A. Responsibilities:

1. Review the applications for funding for all research on the history of nursing and health care sponsored by AAHN.
  2. Solicit applications for research grants.
  3. Select the recipients of the grants.
  4. Notify the Board of the recipients.
  5. Arrange for presentation of the grants to the recipients.
  6. Review, revise, and/or develop procedures and criteria for funding decisions subject to approval by the Board.
  7. Assume responsibilities and duties as assigned by the Board.
- B. Composition, Appointment, and Period of Appointment:
1. The elected director of research shall serve as chair.
  2. Three (3) individual AAHN members, appointed by the president with approval of the Board, shall serve as committee members for a two (2) year term, or until a successor(s) is appointed.
  3. The committee will be comprised of experienced historians who have obtained funding from peer-reviewed sources and have a record of research productivity.

## Section 8 — Communications Committee

- A. Responsibilities:
1. Ensure timely communication to the membership.
  2. Promote the activities of the Association through electronic and social media to increase visibility of the Association to members, health care organizations, and the general public.
  3. Select a variety of communication modalities relevant to 21st Century communication and evaluate their applicability to achieve the purposes and strategic planning initiatives of the Association.
  4. Monitor social network sites for appropriateness and currency of communication/content.
  5. Monitor the Association website for navigability, currency, and relevance of editorial content.
  6. Explore new communication partnerships with other relevant organizations to increase Association visibility.
  7. Assume responsibilities and duties as assigned by the Board.
- B. Composition, Appointment, and Period of Appointment:
1. The elected director of communications shall serve as chair.
  2. Three (3) individual AAHN members, appointed by the president with the approval of the Board, shall serve as committee members for a two (2) year term, or until a successor(s) is appointed.
  3. A representative from the management company shall provide technical support and serve as a committee member without vote.

## Section 9 — Diversity and Inclusion Committee

- A. Responsibilities:

1. Regularly assess and evaluate experiences of the membership related to diversity, inclusivity, and equity.
  2. Develop and implement strategies that will contribute to the membership's experiences regarding diversity, inclusion, and equity at conferences and within the organization.
  3. Recommend and implement policies to ensure that each member's experience is inclusive.
  4. Actively welcome and recruit members from a broader array of professional and academic backgrounds.
  5. Assume responsibilities and duties as assigned by the Board.
- B. Composition, Appointment, and Period of Appointment:
1. The elected director of diversity and inclusion shall serve as chair.
  2. At least two (2) individual AAHN members shall be recommended to the president by the chairperson for appointment, with approval of the Board, to serve as committee members for a two (2) year term, or until a successor is appointed.

## Section 10 — Nominating Committee

- A. Responsibilities:
1. Prepare a slate of consenting candidates, each having submitted a completed Consent to Serve form.
  2. Verify eligibility of all candidates to serve if elected.
  3. Submit a report of the nominees to the president.
  4. Forward slate, ballot, Consent to Serve forms and biographical forms to the executive director secretary for preparation and distribution to the members.
  5. Conduct the election in accordance with the policies of AAHN.
  6. Report results of the election to the president, who will report to the Board and to the membership in accordance with the policies of AAHN.
- B. Composition, Appointment, and Period of Appointment:
1. Individual AAHN members who have been members in good standing for a minimum of two (2) years shall be eligible to serve on the Nominating Committee.
  2. The Nominating Committee shall be composed of four (4) elected members. Two (2) members shall be elected in odd years, and two (2) members shall be elected in even years, or until a successor(s) is elected or appointed as applicable.
  3. Each year, the committee shall elect a chairperson from among the committee members.
  4. A member elected to serve on the Nominating Committee shall not be eligible to be nominated as a candidate or apply for nomination as a candidate for any elected position during that term unless that member officially resigns from the committee.
  5. A vacancy in the Nominating Committee shall be filled by the Board with an individual nominee recommended by the Nominating Committee.
  6. In the event of a member not performing his or her duties, the Board shall declare a vacancy and fill the position with an individual nominee recommended by the Nominating Committee.

## **ARTICLE VIII — WORK GROUPS**

The Board may establish work groups for such purposes as deemed necessary and with such powers as the Board may provide.

## **ARTICLE IX — DISSOLUTION**

In the event of dissolution of AAHN, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, literary, or scientific organizations to be selected by the Board.

## **ARTICLE X — PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rule of Order, Newly Revised, shall govern all meetings of AAHN, the Board, and all committees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order AAHN may adopt.

## **ARTICLE XI — FISCAL YEAR**

The fiscal year shall be January 1 through December 31.

## **ARTICLE XII — AMENDMENTS**

Section 1.

Proposed amendments may be submitted by any member in writing, carrying the proponent's signature, to the chairperson of the Bylaws and Policies Committee.

Section 2.

These Bylaws may be amended or revised at the Annual Membership Meeting, a Special Membership Meeting, or by electronic vote by two-thirds (2/3) vote of those members present and/or voting provided that notice of the proposed amendments or revision have been sent to the members at least thirty (30) days prior to the vote.

Section 3.

These Bylaws may be amended without advance notice at the Annual Membership Meeting or Special Membership Meeting by ninety-nine per cent (99%) vote of those members present and voting.

Section 4.

Amendments or a revision of the Bylaws, adopted at the Annual Membership Meeting, a Special Membership Meeting, or by electronic vote, shall take effect immediately upon adoption, unless determined otherwise by an adopted provision.

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