

BYLAWS OF THE HOUSTON TEXAS ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC., (HTAOHN)

ARTICLE I NAME

The name of this organization shall be the **HOUSTON TEXAS ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC. (HTAOHN)**, a chapter of the American Association of Occupational Health Nurses, Inc. (AAOHN)

ARTICLE II PURPOSE

The purposes of HTAOHN are to:

- A. Constitute the local professional association of licensed nurses engaged in the practice of occupational and environmental health nursing;
- B. Promote and/or provide continuing education in occupational and environmental health nursing;
- C. Maintain the integrity and character of the nursing profession;
- D. Promote scope of practice and standards for occupational and environmental health nursing;
- E. Provide a forum for networking and discussion of issues in the field of occupational and environmental health nursing;
- F. Promote health and safety of workers and communities and support occupational and environmental health nursing practice through monitoring and influencing state legislation and regulations;
- G. Promote occupational and environmental health nursing through local communications;
- H. Provide opportunities to develop association leadership skills; and
- I. Do, within the limits of the law, all things necessary, proper, incidental, suitable, useful and conducive to complete accomplishments of the foregoing purposes.

ARTICLE III MEMBERSHIP

Section 1. Classes of Membership

- A. Active**
 - 1. A licensed nurse currently employed either full or part-time in occupational or environmental health.
 - 2. An active member whose employment status changes may retain 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 due to hardship.
 - 4. Inactive status must be renewed annually and may be maintained a maximum of three years.
- B. Retired**
 - 1. A member retired from occupational and environmental health nursing.
- C. Affiliate**
 - 1. A licensed nurse not eligible for active status, but interested in the field of occupational and environmental health and interested in the purposes of AAOHN and others, not eligible for active status, but practicing in the field of occupational and environmental health and interested in 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 licensed nurse enrolled as a student in a program of study related to occupational and environmental health, or
 - 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

Honorary membership in HTAOHN may be conferred upon an individual selected by the Board of Directors for outstanding service to the organization and/or profession of occupational and environmental health nursing. A two-thirds (2/3) vote of the Board of Directors is needed for honorary membership.

Section 2. Rights and Privileges

- A. Active members shall have full rights and privileges of membership.
- B. Members in other classes may attend membership meetings and participate in debate but may not vote, except for HTAOHN retired members who can vote in the local chapter and hold office.
- C. Members in all classes may serve on committees.

Section 3. Application for Membership

A written application submitted to the national office is required for all classes, except honorary.

- A. The local chapter shall have thirty (30) days to **ACCEPT/CHALLENGE** an applicant.

Section 4. Dues

- A. Dues are revolving on a 12-month basis and collected by AAOHN.
- B. Each member shall send National Dues and Chapter Dues to AAOHN National Office.
- C. The Chapter dues shall be sent by AAOHN to each chapter.
- D. The Board of Directors may change dues for all classes of membership and any change must be approved by a two-thirds vote of the Board of Directors.
- E. Honorary members shall not pay state or local dues.

Section 5. Forfeiture of Membership

Membership shall automatically be terminated for

- A. Not meeting membership criteria, or
- B. Non-payment of dues, or
- C. The death or resignation of the member.

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, or
 - 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 same requirements then in force.

Section 7. Access to Records

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

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the four (4) elected Officers, two(2) elected Directors, and the Elections Advisor.

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 HTAOHN.
 - A. Adopt an annual budget.
 - B. Designate the place of deposit for money.
 - C. Provide for an independent review by an external party of the books and records of HTAOHN.

- D. Recommend to membership any proposed changes in local dues structures.
- E. Fill any vacancy, except that of the President, by ballot vote.
- F. Approve presidential appointments.
- G. Process all complaints or requests.
- H. Initiate proceedings for the removal of an officer for misconduct or neglect of duty in office using due process procedures as outlined in Roberts' Rules of Order Newly Revised or the corporate code of an incorporated chapter.
- I. Establish advisory councils if and when deemed necessary.
- J. Determine time and place for annual meeting.
- K. Adopt the necessary standing rules and policies to implement these Bylaws.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held a minimum of three (3) times a 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 of a majority of the members of the Board of Directors;
 - 3. May be held with at least 24 hours prior notification.
- D. Notices of all regular meetings of the Board of Directors shall be at least ten (10) days before the date of the Board meeting and may be by electronic means.
- E. 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 at the meeting.
- F. Quorum: Three (3) members of the Board of Directors, including the President or the President Elect, or designee and one (1) other officer shall constitute a quorum at any meeting of the Board.

Section 4. Board Members

- A. The Officers shall be the President, President-elect, Recording Secretary and Treasurer.
- B. Qualifications: To be eligible for election, candidates must be active members. In addition, it is preferred that candidates for President shall have served a minimum of one (1) term as a board member at local, state, or national 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 HTAOHN.
 - b. Perform duties as set 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 or other accepted electronic means, of the election or changes in officers within thirty (30) days.
 - i. Serve as ex-officio member of all committees, except the committee on nominations, if one exists in the chapter.
 - 2. **The President-elect shall:**
 - a. In the absence of the President, assume the duties of the President.
 - b. Succeed to the office of President for the unexpired 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 HTAOHN and the Board of Directors;
 - b. Conduct general correspondence unless this is designated to another officer/director
 - c. Notify all officers of their election
 - 4. **The Treasurer shall:**

- a. Deposit all monies belonging to the association in a bank approved by the Board of Directors;
 - b. Keep itemized record of receipts and disbursements and book of accounts;
 - c. Pay all bills approved by the President;
 - d. Submit the books and records for an annual independent review by an external party appointed by the Board of Directors;
 - e. Submit an annual financial report to the annual meeting;
 - f. Submit a written report at each meeting of the HTAOHN Board of Directors.
- 5. The Directors shall:**
- a. Perform such duties as shall be assigned by the President or the Board of Directors;
 - b. There shall be two (2) Directors.
- 6. All Board Members shall deliver to their successors all books, papers, and other property belonging to the Association, within thirty (30) days after completion of the term of office.**

Section 5. Term of Office:

- A. The offices for President and President-Elect shall be for one (1) year or until a successor has been elected and assumes office.
- B. The term for Secretary and Treasurer shall be for two (2) years or until a successor has been elected and assumes office.
- C. The term for Directors and Election Advisor shall be for two (2) years or until their successors have been elected and assumes office and could be more than two (2) consecutive terms in the same office.
- D. The term of office shall begin January 1.
- E. Any part of a term in excess of twelve (12) months for Officers of Directors shall be considered a term in deciding eligibility for re-election.
- F. The absence of any member from more than two (2) sessions of the Board of Directors without sufficient reason, as determined by the majority of the entire Board, shall be considered a resignation from the elected office.

Section 6. Vacancy in Office:

- A. Any vacancy in the office of President shall be filled by the President-elect.
- B. Any other vacancy shall be filled by ballot vote of the Board of Directors. If no HTAOHN Chapter member volunteers for a vacant Board position, the Board shall implement a contingency plan to allow for a current Board member, other than the President, Treasurer or Secretary to hold dual Board roles.
 - The President-elect and the director positions can be combined as needed by current presiding Board members:
 - An HTAOHN member cannot run for more than one Board position simultaneously.
 - If after an election has taken place and a vacancy exists, an HTAOHN member who has never served on the board cannot run or serve for more than one board position simultaneously.
 - A Member who has previously served on the Board may hold a dual role as defined in 1, 2, and 3 above and Article V, Section 2, subpart C.

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. Election Advisor

- A. The Election Advisor may form a committee if needed, for assistance.
- B. Qualifications: The Election Advisor shall have been a member of HTAOHN for no less than one (1) year.
- C. Duties:
 - 1. Request that members recommend the names of candidates for each elective position.

2. Consider the qualifications of all candidates proposed by the membership and shall select nominees for each office and director position.
3. Obtain the consent of all persons whose names appear on the ballot.
4. Prepare the ballot.

Section 2. The Ballot

- A. In even numbered calendar years, the ballot shall contain nominees for:

1. Secretary
 - a. Director of Education

NOTE: President-Elect position transitions to the office of President and is placed on the ballot every year.

- B. In odd numbered calendar years, the ballot shall contain nominees for:

1. Director of Communication
2. Treasurer
3. Election Advisor

- C. An HTAOHN member cannot run for more than one Board position simultaneously.

Section 3. Elections

- A. The ballot, together with directions and the accompanying documents of each candidate shall be made available to the membership for vote by November 1 by electronic means or by mailed hard copy if requested.

1. The election should be complete by November 15.
2. The Treasurer shall obtain an official roster of members eligible to vote by November 1.

- B. The ballot shall be presented to the membership by the November monthly meeting.

- C. Decision: A plurality vote shall elect; In the event of a tie vote, a decision shall be determined by lot.

- D. Ballots shall be retained until the annual meeting when the membership votes to destroy ballots.

- E. Election results shall be presented to the membership by electronic means at the December 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.

- C. All members shall be notified of the cancellation or rescheduling of the annual meeting.

Section 2. Regular Meetings

- A. Will be held monthly from January through May and September through November.

- B. Regular meetings may include the continuing education programs.

Section 3. Special Meetings

- A. Special meetings may be called by the President upon written request of fifty (50) % of the members, three (3) members of the Board of Directors, or as the President deems necessary.

Section 4. Notices

- A. Notices of all meetings of the membership may be sent via mail, fax, or electronic mail by the first of each month in which a meeting is to be held.

Section 5. Quorum

- A. A minimum of five (5) active members and, including two (2) officers, one of whom shall be the President, President Elect or designee shall constitute a quorum.

Section 6. Official Record

- A.** An official written record of the meetings will be made.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

- A.** Shall be chaired by a member of the Board of Directors.

Section 2. Ad Hoc Committees

- A.** Ad Hoc Committees may be appointed as authorized by any member of the Board of Directors.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceeding of this Association in all cases not provided for in these bylaws or in the standing rules policies.

ARTICLE IX AMENDMENTS

Section 1. These bylaws may be amended at any annual or special meetings by a two-thirds (2/3) vote of members present and voting, provided that the proposed amendments shall have been approved by the HTAOHN Board of Directors and mailed to each voting member at least thirty (30) days in advance.

Section 2. These bylaws may be amended at any regular or special meeting, without previous notice, by ninety-nine (99%) percent of all members present and voting, provided the proposed amendments have been approved by the Board of Directors.

ARTICLE X LOGO AND SEAL

The official logo and seal may be used or changed only upon approval of the Board of Directors.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify and hold harmless HTAOHN Officers and Directors to the maximum extent prescribed under the laws of the State of Texas.

ARTICLE XII FISCAL YEAR

The fiscal year shall begin on the first day of January, and end on the last day in December in each year.

Revised: April 06, 2023
HTAOHN Approved: May 03, 2023