



American Association *of* Colleges *of* Nursing

Bylaws

ARTICLE I: NAME

The name of this Association shall be the American Association of Colleges of Nursing (AACN)

ARTICLE II: PURPOSES, FUNCTIONS

The American Association of Colleges of Nursing (AACN) exists to serve the nation by:

- a. a. Providing assistance to deans/directors and other members of the nursing community through education, research, governmental and public advocacy, and data collection;
- b. b. Establishing standards for baccalaureate and graduate nursing education and influencing deans/directors, institutions, organizations, and agencies to accept and adopt those standards;
- c. c. Influencing the nursing profession to improve health care; and
- d. d. Promoting public awareness and support of baccalaureate and graduate nursing education, research and practice.

ARTICLE III: MEMBERSHIP

Membership categories for the Association are:

- a. a. Institutional
- b. b. Provisional Institutional
- c. c. Emeritus
- d. d. Honorary
- e. e. Honorary Associate

Section 1. Institutional Membership

Institutional membership is open to any institution that has a baccalaureate or higher degree program in nursing that meets the following criteria:

- a. a. Legal authorization to grant the credential to which the program leads.
- b. b. Institutional accreditation by an accrediting agency recognized by the U.S. Secretary of Education.

- c. c. Approval by the state agency that has legal authority for educational programs in nursing (Not applicable to those programs in nursing over which the state board of nursing has no jurisdiction.)

Section 2. Provisional Institutional Membership

Provisional institutional membership may be held for a total of three (3) years and is open to any institution that is in the process of developing a baccalaureate or higher degree program in nursing that meets the following criteria:

- a. a. Legal authorization to grant the credential to which the program leads.
- b. b. Institutional accreditation by an accrediting agency recognized by the U.S. Secretary of Education.

Section 3. Emeritus Membership

- a. a. Emeritus membership may be conferred at the discretion of the Board of Directors on those institutional representatives who have retired from the deanship and upon whom the honorary title emerita/emeritus has been conferred by their respective institution.
- b. b. Emeritus membership is conferred for the lifetime of the recipient.

Section 4. Honorary and Honorary Associate Membership

- a. a. Honorary membership may be extended at the discretion of the Board of Directors to individuals who have resigned the deanship. Criteria for selection include the following:
 - 1. 1. Individual has made a significant contribution to Association goals during the period served as an institutional representative, and
 - 2. 2. Individual is currently active in activities that impact on nursing and health care.
- b. b. Honorary associate membership may be extended at the discretion of the Board of Directors to any individual who has made an outstanding contribution to the goals of the Association.
- c. c. Honorary and honorary associate membership is conferred for the lifetime of the recipient.

Section 5. Rights and Responsibilities of Members

- a. a. The Institutional Member Representative:
 - 1. 1. Is the chief nurse administrator of the eligible academic unit.
 - 2. 2. May hold an elected position of the Association.
 - 3. 3. May be appointed as chairperson or to serve on ad hoc and standing committees, projects, and task forces.
 - 4. 4. Is entitled to vote.

- b. b. The Provisional Institutional Member Representative:
 - 1. 1. Is the chief nurse administrator of the eligible academic unit.
 - 2. 2. May serve as a member of a committee or task force.
 - 3. 3. Is entitled to attend all meetings of the Association as a non-voting member.
 - 4. 4. Is not eligible to hold an elected position or serve as the chairperson of a standing committee
 - 5. 5. Shall pay dues.
- c. c. Emeritus, Honorary, and Honorary Associate Members:
 - 1. 1. May be requested by the President to serve as members of committees; as chairperson or members of task forces, projects, and ad hoc committees as appropriate to their past achievements, contributions, and expertise.
 - 2. 2. Are entitled to attend all meetings of the Association as non-voting members.
 - 3. 3. Are not eligible to hold elected positions or serve as chairpersons of standing committees.
 - 4. 4. Emeritus members will not pay registration fees for attendance at Annual and Semiannual Meetings.
 - 5. 5. Honorary and honorary associate members will pay registration fees for attendance at Annual and Semiannual Meetings while employed.

Section 6. Appointment to Emeritus, Honorary, and Honorary Associate Membership

- a. a. Individuals to be considered for appointment to emeritus, honorary, and honorary associate membership will be nominated to the Board of Directors by at least three institutional members of the Association and must be approved by the majority of the Board.
- b. b. Notwithstanding paragraph a above, past presidents of AACN shall automatically be granted honorary membership upon resignation from the deanship.

ARTICLE IV: DUES

Section 1. Establishment of Dues

- a. a. Dues shall be established at the Annual Meeting and shall become effective July 1 of the following fiscal year.

ARTICLE V: MEETINGS OF THE ASSOCIATION

Section 1. Meetings

- a. a. The Association shall hold one annual meeting in the spring of each year and a semiannual meeting in the fall and at other times as the Board of Directors shall determine.
- b. b. The representative of each institutional member whose dues are paid is eligible to cast one vote.

Section 2. Quorum and Vote

Representatives of one-fourth of the institutional members shall constitute a quorum. The majority of votes cast shall decide any matter brought before such meeting unless otherwise specified in these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Powers

All powers of the Association are vested in and shall be exercised by the Board of Directors during intervals between meetings of the Association unless otherwise prescribed in these bylaws.

Section 2. Membership

The Board of Directors shall consist of:

- a. a. The elected officers.
- b. b. Seven elected members-at-large who shall serve a two-year term and who may serve no more than two consecutive terms.

Section 3. General

- a. a. The Board shall meet at least twice annually and with such additional frequency as the business of the Board shall require.
- b. b. Notice

The President or Secretary shall provide Directors prior notice of meetings in accordance with established policies.

- c. c. Quorum

The majority of members shall constitute a quorum for the Board of Directors providing two elected officers are among those present or participating.

- d. d. Voting

Unless otherwise specified in these bylaws, action of the Board of Directors shall be by majority vote of those members present and voting at a meeting at which a quorum has been established.

- e. e. Minutes

The Secretary shall make or cause to be made true and complete minutes of all Board meetings and other Board actions. Where Board action is taken other than by meeting in person, the results of Board action shall be circulated in writing to all Board Members as soon thereafter as feasible, and appended to the minutes of the next meeting of the Board held in person.

Section 4. Executive Committee

During intervals between meetings of the Board of Directors, the Executive Committee, comprised of the President, the President-elect, the Secretary, and the Treasurer, is vested with the power to approve or respond to conditions of grants and contracts or to represent the Board with Executive Committees or Boards of other organizations and other powers that the Board shall from time to time delegate. The Executive Director serves as staff to the Executive Committee. Minutes of the Executive Committee should be kept and reported at the next Board meeting.

Section 5. Vacancies

- a. a. If a vacancy occurs among the elected officers of the Association, the Board shall fill the vacancy until an election is held to fill the unexpired term.
- b. b. Board appointees to fill such a vacancy in the office of President, President-elect, Secretary, or Treasurer shall come from the existing members of the Board.
- c. c. If a vacancy occurs in both the offices of the President and President-elect, the Secretary shall serve as President until the vacancy is filled by a Board appointee.
- d. d. If a vacancy occurs among the elected members-at-large within six months before the member's term of office ends, the executive committee will determine whether the vacancy will be filled and if so, how to fill the vacancy.
- e. e. A special election will be held by mail ballot to fill any vacant member-at-large position if more than six months remains in the term.

ARTICLE VII: OFFICERS

Section 1. Officers

The Officers of the association shall be the President, President-elect, Treasurer and Secretary. The offices of President and Secretary may not be held by the same person.

Section 2. Term of Office

- a. a. The Officers shall be elected by ballot to serve a term of two years or until their successors are elected.
- b. b. The Secretary and Treasurer may not serve more than two consecutive terms in the same office. The President and President-elect may not serve more than one full, elected term in office. No one shall hold more than one office at a time.
- c. c. The term of office shall begin at the close of the Annual Meeting at which officers are declared elected.

Section 3. Duties of Office

- a. a. Officers of this Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Association membership,

by the Board of Directors, and by Robert's Rules of Order, Newly Revised when not in conflict with the bylaws of this Association.

b. b. The President of the Association shall:

1. 1. Preside at all meetings of the Association and the Board of Directors.
2. 2. Appoint members to standing committees except for the Nominating Committee.
3. 3. Appoint chairpersons to standing committees except for the Nominating Committee from the elected members-at-large of the Board of Directors.
4. 4. Appoint chairpersons and members to special and ad hoc committees, task forces, and projects.
5. 5. Be an ex-officio member of all committees except the Nominating Committee.
6. 6. Delegate administrative functions to the Executive Director.
7. 7. Give approval on behalf of the organization to all grant or contract applications.
8. 8. Serve as a signatory officer for the Association.
9. 9. Serve as an official spokesperson for the Association.

c. c. The President-elect of the Association shall:

1. 1. Assume the duties of the President in the President's absence.
2. 2. Perform such other functions in the interest of the Association as may be assigned by the President.

d. d. The Treasurer of the Association shall:

1. 1. Make regular financial reports to the membership of the Association and to the Board of Directors.
2. 2. Serve as chairperson of the Finance Committee and report its recommendations to the Board of Directors.

e. e. The Secretary of the Association shall:

1. 1. Cause the minutes to be taken.
2. 2. Issue the call to meetings.

ARTICLE VIII: ELECTIONS

Section 1. Elected Positions

Elected positions in the Association shall be President, President-Elect, Secretary, Treasurer, seven Board members-at-large and four members of the Nominating Committee. All elected individuals must be from institutions whose annual dues are paid.

Section 2. Method of Election

- a. a. Elections shall take place by mail ballot prior to each Annual Meeting.
- b. b. Ballots setting forth the slate of candidates shall be mailed at least 45 but not more than 90 days prior to the opening date of the Annual Meeting.
- c. c. Unless otherwise called for in the bylaws, the slate of candidates for election will be as follows:

1. 1. In even-numbered years, the President-elect, Secretary, three Board members-at-large, and two Nominating Committee members will be elected for a 2-year term.
2. 2. In odd-numbered years, the Treasurer, four Board members-at-large and two Nominating Committee members will be elected for a 2-year term.
- d. d. The President-elect shall assume the office of President in even-numbered years.

Section 3. Report

Ballots shall be counted by tellers appointed by the President and results shall be announced by the President.

ARTICLE IX: NOMINATING COMMITTEE

Section 1. Nominating Committee Membership

In all years after 2004, the Nominating Committee shall consist of five members including four elected members and the immediate past-president. Elections will be via a mail ballot at the same time and under the same guidelines as other elected positions.

Section 2. Duties of the Nominating Committee

It shall be the duty of the Nominating Committee to:

- a. a. Prepare a slate of candidates for the offices and positions on the Board to be filled as described in Article VIII, 2c.
- b. b. Determine members' interest in serving on the Board of Directors or on the Nominating Committee.
- c. c. Accept nominations from the membership prior to developing the ballot.
- d. d. Obtain the consent of each candidate to serve.
- e. e. Report at the business session of the fall meeting and take nominations from the floor.
- f. f. Nominating Committee members cannot nominate themselves for Board positions.

Section 3. Vacancies

If a vacancy of one of the members occurs, that vacancy shall be filled from the unelected members on the ballot for the Nominating Committee on the basis of the highest number of votes.

ARTICLE X: COMMITTEES

Section 1. Standing Committees

In addition to the Nominating Committee, which is elected by the membership, there shall be four standing committees of the Association;

- a. a. Finance
- b. b. Governmental Affairs
- c. c. Membership
- d. d. Program

Section 2. Committee Membership

- a. a. The Finance Committee shall have at least two members appointed by the President in addition to the chairperson who is the Treasurer of the Association.
- b. b. The remaining standing committees except the elected Nominating Committee shall have a chairperson appointed by the President from the elected members-at-large of the Board of Directors, and at least two other members of the Association appointed by the President.
- c. c. All committee chairpersons are appointed for a two-year term. Not more than one-half the members of any committee may be reappointed.
- d. d. If a vacancy occurs in a committee chairpersonship, except the Nominating Committee, the President shall appoint as a replacement another Board member to serve the unexpired term.
- e. e. Terms of committee members shall be concurrent with the term of the President. Interim appointments shall terminate with the appointing President's term of office.

Section 3. Duties of Standing Committees

- a. a. The Finance Committee shall:
 - 1. 1. Develop annual multi-year financial plans to fund association programs.
 - 2. 2. Conduct quarterly reviews of progress against financial plan.
 - 3. 3. Oversee association investments.
 - 4. 4. Review annual audit of association operations.
 - 5. 5. Oversee presentation of financial plan to the Board of Directors and membership.
 - 6. 6. Develop guidelines for financial management.
 - 7. 7. Recommend to the Board changes in dues structure as indicated by budgetary needs.
 - 8. 8. Recommend criteria and costs for hardship consideration to the Board; implement criteria and policy.
- b. b. The Governmental Affairs Committee shall:
 - 1. 1. Facilitate interchange between the Association's members and legislative, regulatory, and policy-making bodies.
 - 2. 2. Advise the President, Board of Directors, and staff on legislative, regulatory, and policy matters relating to nursing education, nursing research, and related issues.
 - 3. 3. Recommend individuals to the President for nomination to federal agency committees, task forces, and advisory groups.
- c. c. The Membership Committee shall:

1. 1. Review institutional and provisional institutional membership applications.
2. 2. Oversee the annual review of institutional eligibility and make recommendations to the Board for termination of membership when appropriate.
3. 3. Plan, implement and evaluate recruitment and retention strategies.
- d. d. The Program Committee shall:
 1. 1. Plan and make arrangements for program meetings of the Association.
 2. 2. Carry out other responsibilities delegated by the Board.

Section 4. Other Committees/Task Forces

The President shall appoint such other committees or task forces as deemed necessary to carry on the work of the Association.

Section 5. Duties of Committee Chairperson

- a. a. Develop rules of procedure for committee operation.
- b. b. Call meetings of the committee.
- c. c. Develop an annual budget to cover committee activities and submit to Finance Committee on request for inclusion in the fiscal year's budget.
- d. d. Present a report of committee activities at Board meetings and to the membership at the Annual Meeting.

Section 6. Committee Meetings

Each committee shall meet at least annually and at other times as deemed by the chairperson to be necessary for accomplishing committee business. Committee activities may be carried out by correspondence, conference phone call, or electronic mail.

ARTICLE XI: EXECUTIVE DIRECTOR

An Executive Director shall be employed by and be responsible to the Board of Directors. The Executive Director shall manage the business and activities of the association including managing and directing all operations, programs, activities and affairs of the Association.

ARTICLE XII: PUBLICATIONS

The Association shall have an official publication and an editor shall be appointed for a specified term by the Board of Directors.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are consistent with these bylaws.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1.

These bylaws may be amended at any meeting by a 2/3 majority vote of those present and voting, provided one month previous notice has been given to the membership and the proposed amendments have been approved by the Board of Directors.

Section 2.

If no previous notice has been given, and/or the proposed amendments have not been approved by the Board of Directors, these bylaws may be amended by a 99 percent vote of those present and voting at any meeting.

ARTICLE XV: INDEMNIFICATIONS

The Association shall indemnify the Executive Director and each officer and Board member-at-large of the Association against expenses incurred in connection with the defense of any action brought against the Executive Director or officer or Board member-at-large as a result of their duties on behalf of the Association unless it is determined that the individuals involved did not act in good faith in the performance of their duties.