



Affiliate of the American Organization for Nursing Leadership

BYLAWS OF THE
DELAWARE ORGANIZATION FOR NURSING LEADERSHIP

ARTICLE I

Purposes

SECTION 1.1. Not for Profit. The corporation is organized under and shall operate as a Delaware not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the not for profit laws of the state of incorporation.

SECTION 1.2. Purposes.

MISSION: The mission of the Delaware Organization for Nursing Leadership (DONL) is to strengthen and promote nursing leadership and networking, to advance nursing and the delivery of safe patient care.

VISION: The vision of DONL is to shape the future of nursing and health care for all Delawareans through innovative leadership.

ARTICLE II

Regulations

SECTION 2.1. Authority. The DONL Board of Directors is hereby authorized to develop and implement regulations by which certain internal and external activities of DONL shall be governed ("Regulations"). The Regulations shall at all times be subordinate to these Bylaws. Whenever possible, the terms of the Regulations shall be construed as consistent with these Bylaws, but if an irreconcilable conflict exists, the terms of the Bylaws shall prevail, and the conflicting terms of the Regulations shall be construed as void and without effect.

ARTICLE III

Membership

SECTION 3.1. Full Members: Full members of DONL shall consist of Registered Nurses who are active nursing leaders or aspiring nursing leaders and includes:

- (a) Organizational role in management or administration
- (b) Faculty in a nursing program

- (c) Consultants in nursing or healthcare administration
- (d) Managers and administrators in professional health-related organizations
- (e) Editors of professional health-related journals and magazines
- (f) Students in nursing administration or leadership or health-related administration
- (g) Executive directors of DONL affiliated groups

SECTION 3.2. Retired Members: Retired members shall be Registered Nurses that are retired nurse leaders, as described in Section 3.1 of this section.

SECTION 3.3 Affiliate: Affiliate and/or Industry Partners of DONL shall be vendors in healthcare products, agency vendors and/or other non-nursing entity that express interest in supporting the Mission and Vision of DONL. These members are expected to pay dues and are not eligible to vote or hold office.

SECTION 3.4 Dues. Full membership dues are based on a calendar year commencing January 1.

- (a) Annual dues become the property of DONL
- (b) No portion of the dues will be refunded due to membership termination.
- (c) Notification of an increase in membership dues shall be given to the DONL members 30 days prior to initiation.
- (d) Dues and funds will help financially support organizational priorities:
Supporting the President (or a designee) of DONL to attend the Chapter Meetings and/or the annual American Association of Nursing Leadership (AONL) Conference; the amount to be determined based upon review of available budgeted funds.

SECTION 3.5. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

- (a) Existing members in good standing will have the right to vote
- (b) Electronic voting may be utilized for conducting business, by paid members.

SECTION 3.6. Resignation. Any member may resign by filing a written resignation with the secretary.

SECTION 3.7. Meetings of the Membership. A regular meeting of the DONL members shall be held at such times and places as may be designated by resolution by the Board of Directors and the DONL members. The board members may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Each year, the number of meetings will be determined by the Board of Directors and members.

- (a) Board of Directors may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other electronic communication with one another.

SECTION 3.8. Special Meetings. Special meetings of the members may be called either by the president, the board members, or by no less than one-half of the members having voting rights.

SECTION 3.9. Notice. Electronic notice stating the place, day and hour of any meeting of the members shall be communicated prior to the meeting.

SECTION 3.10 Quorum and Action. The total number of voting Members present shall constitute a quorum for the transaction of business. A vote of a majority of voting Members

present or voting at a meeting at which a quorum is present shall constitute the act of the Full Members unless the Bylaws require the vote to be a greater number.

ARTICLE IV

Board of Directors

SECTION 4.1. General Powers. The affairs of the corporation shall be managed by its board members.

SECTION 4.2. Composition, Tenure and Qualifications. The number of Board of Directors shall be five. Board membership shall be, President-elect, President, Past-president, Secretary and Treasurer. Each board member shall hold office based on tenure of the elected position.

SECTION 4.3. Quorum. A majority of the Board of Directors (3) shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the board members are present at said meeting, a majority of the board members present may adjourn the meeting, without further notice.

SECTION 4.4. Manner of Acting. When there is a quorum, the board members present can make changes without notifying the members who are not present.

SECTION 4.5. Informal Action by Board of Directors. Any action required to be taken at a meeting of the board members or any action which may be taken at a meeting of board members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the board members entitled to vote with respect to the subject matter thereof.

SECTION 4.6. Vacancies. Any vacancy occurring in the Board of Directors or any board membership to be filled by reason of an increase in the number of board members shall be appointed by the board members. A member selected to fill a vacancy shall be appointed for the remainder of the term.

ARTICLE V

Officers of the Board of Directors

SECTION 5.1. Officers. The officers of the corporation shall be a president-elect, president, past-president, a secretary, a treasurer and such other officers as may be determined by the board of directors. The board of directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by Board of Directors. Officers need not be residents of the state of Delaware but need to be employed in the state of Delaware. All officers must be full members of AONL.
(a) Terms of office shall be based on a calendar year commencing January 1st.

SECTION 5.2. Election and Term of Office. The officers shall be elected by full members of DONL. Secretary and Treasurer shall serve a two-year term. The office of President-elect will be elected every year and move to President in the subsequent year, and Immediate Past President in the 3rd year. The officers shall be elected in November of each year of assigned year. Vacancies may be filled or new officer positions created and filled at any meeting of the board of directors.
(a) Only those members with paid dues status will be eligible to participate in the voting process of officers, as outlined in Article III, Section 3.5

- (b) The Secretary will be elected in odd years.
- (c) The Treasurer will be elected in even years.
- (d) Nominations for elected positions should be made to the Board of Directors.

SECTION 5.3. Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 5.4. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the affairs of the corporation. She/he shall preside at all meetings of the board of directors and shall be the Chairman of the Board. She/he may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts, or instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by the statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

- (a) Present an annual report to the membership at the annual meeting of AONL.
- (b) Appoint the chairs of authorized committees.

SECTION 5.5 Past President and President-Elect. The President-Elect shall have all the powers and perform all of the duties of the President in the absence or incapacity of the President. The Past President and the President-Elect shall perform such duties as may be assigned to them by the DONL Board of Directors.

SECTION 5.6. Secretary. The secretary shall keep the minutes of the meetings of the board of directors electronically on the organization website; see that all notices are duly given in accordance with the provisions of these by-laws. Documents of the organization will be maintained for 7 years. Maintain an accurate membership list.

SECTION 5.7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer shall:

- (a) Provide monthly budget status reports to DONL,
- (b) Prepare an annual operating budget for review and approval by the membership prior to the beginning of the fiscal year,
- (c) Maintain financial records,
- (d) Assist the secretary in the maintenance of an accurate and timely roster of the membership,
- (e) Coordinate and assist with the annual financial audit.
- (f) Agent for non-profit, maintenance of non-profit status, including all filings, as well as, maintain components of affiliate status

SECTION 5.8. Audits. The funds of the organization will be audited annually by two DONL members appointed by the Board, in addition to the Treasurer. The funds should be monitored at all times by three individuals.

SECTION 5.9. Extended terms of office. The Secretary and Treasurer may hold the same office up to two terms (total of 4 consecutive years for said office).

ARTICLE VI

Committees and Commissions

SECTION 6.1. Committees of Board of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees necessary to conduct DONL business. The designation of such committees and the delegation thereto of the authority shall not operate to relieve the board members, or any individual board member, of any responsibility imposed upon them by law.

SECTION 6.2. Membership Committee – Recruits members and facilitates their participation in DONL. Maintains the DONL website to ensure accuracy. Shares membership information and promotes DONL programs via the website

(a)The committee consists of a chairperson and at least two other DONL members.

SECTION 6.3. Legislation Committee – monitors and reports legislative healthcare issues on a state and national level to the DONL members at regular meetings. Presents legislative issues to the general meeting for input and approval of members. Creates or effects change in legislation as it is being drafted by involving DONL members. Provides support or opposition to bills before legislature. When there are legislative bills that impact nursing, the legislative committee will develop a position statement, as a collective voice for the DONL members, to be reviewed by the membership and approved by the Board Members.

SECTION 6.4. Education Committee – The chair of the education committee oversees all educational activities of DONL. The chair of the education committee oversees all applications for contact hour activities to the DNA and/or other ANCC approved provider and is the designated nurse planner with a minimum of a BSN in Nursing; mirroring the ANCC requirements. The committee develops, implements, evaluates and promotes all DONL educational activities. The education committee strives to offer a minimum of 1 contact hour offering per quarter to the DONL membership.

SECTION 6.5. By-laws Committee – Responsible to revise the by-laws upon request

(a)The Bylaws committee shall be convened as needed

(b)The committee consists of a chair and two other DONL members.

SECTION 6.6. Ad Hoc Committee – Provide a mechanism for action should a particular issue require additional study, and or, action beyond the scope of a general membership meeting.

(a) Ad hoc committees, such as the By-laws Committee, may be formed, abandoned, or reinstated, as needed, and should include a representative from the Board of Directors.

ARTICLE VII

Conflict Resolution

In the event that the Board of Directors or members wish to take a public position on behalf of DONL which conflicts with that of the American Organization for Nursing Leadership (AONL) mission, purposes or policies, the Board of Directors will request a meeting with the AONL Board of Directors to resolve the differences.

(a) If a resolution cannot be reached with AONL, DONL will announce its position, indicate that it is in conflict with AONL on the position, adding that DONL does not speak for or act on behalf of AONL.

(b) In the rare instance when DONL's desired position will seriously undermine AONL efforts on behalf of AONL members, or is a pattern of frequent conflict with AONL and the AONL

Board of Directors, DONL, as an affiliate of AONL, will not take the disputed position.

ARTICLE VIII

Miscellaneous Provisions

The fiscal year of the corporation shall be determined by the Board of Directors.

SECTION 8.1 Fiscal Year. The fiscal year of the corporation shall be determined to be January 1 to December 31.

ARTICLE IX

Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new by-laws at such meeting. The by-laws committee is responsible to revise the by-laws, based upon request to change by-laws by the Board of Directors and present the revision to the members for approval at least 15 days in advance of a meeting. Approval of by-law changes are by two thirds of the voting members present at the meeting where the approval occurs.

ARTICLE X

Dissolution

Upon dissolution, there will be a vote regarding which organization the assets will be distributed to. The organization must be one enjoying an exempt status under #501 (3) status of the Internal Revenue Code of successor statutory authority.

Revisions – March 2021, February 2011, August 2013, July 2014, March 2015, July 2016, February 2019
Bylaws reviewed and submitted for approval by DONL By-laws Member: Dennise Washington, MSN, RN, APRN,
ACNS-BC, CCRN
Approved on _____