Association of Rehabilitation Nurses Bylaws

ARTICLE I - NAME AND LOCATION

Section 1—Name: The name of this organization shall be the *Association of Rehabilitation Nurses*, a nonprofit corporation, incorporated in the State of Illinois.

Section 2—Location: Offices of this Association shall be located in the greater Chicago area and/or such other localities as may be determined by the Board of Directors.

ARTICLE II - PURPOSE

To promote and advance professional rehabilitation nursing practice through professional development, advocacy, collaboration, and research to enhance the quality of life for those affected by disability and chronic illness.

ARTICLE III - MEMBERSHIP

Section 1—Qualifications: Membership in this Association shall be composed of registered professional nurses and other interested individuals concerned with or engaged in the practice of rehabilitation nursing and who agree to comply with the Association's standards of conduct and practice.

Section 2—Voting Membership: Voting membership in the Association shall be limited to registered nurses who are concerned with or engaged in the active practice of rehabilitation nursing.

Section 3—Nonvoting Membership: This membership class shall have no vote, nor be eligible to hold office in the Association. Nonvoting membership shall be available to persons and entities, other than registered nurses, who are interested in the specialty of rehabilitation nursing. Policies governing the participation of nonvoting members shall be determined by the Board of Directors.

Section 4—Retired Membership: This membership class is available to persons over the age of 60 who have retired from active, paid nursing practice and who have been voting members of ARN for a minimum of one year immediately prior to applying for retired membership. These members may vote but may not hold office.

Section 5—Honorary Membership: Honorary membership may be awarded by the Board of Directors in recognition of special service rendered to the Association or for unusual contributions in the field of rehabilitation nursing. These members do not have voting privileges, nor are they eligible to hold office in the Association. Dues will not be assessed for these members.

Section 6—Application for Membership: All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the administrative office of the Association.

Section 7—Ethical Principles: All members shall comply with the Code of Ethics as may be adopted from time to time by ARN.

Section 8—Removal: Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board to the annual meeting of the Association, providing that the notice of intent to appeal is provided to the President at least thirty (30) days in advance of the meeting.

Section 9—Resignation: Any member may resign by filing a written resignation with the administrative office, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore incurred and unpaid.

ARTICLE IV - DUES

Section 1—Establishment of Dues: Dues for all members shall be established by the Board of Directors. Dues are paid for a twelve (12)-month period, the anniversary date being the date of receipt of application for membership.

Section 2—Delinquency and Cancellation: Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next thirty (30) days, the delinquent member shall be dropped from the rolls and

thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of that member, is waived by an affirmative action of the Executive Committee.

Section 3—Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE V - MEETINGS OF MEMBERS AND VOTING

Section 1—Annual Meeting: The annual meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2—Special Meetings: Special meetings of the Association may be called by the President or Board of Directors at any time, or shall be called by the President upon receipt of a written request by twenty-five percent (25%) of the voting members, within thirty (30) days after filing of such request with the administrative office. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time. Special meetings called to vote on bylaws amendments shall be for the sole purpose of voting the proxies returned by members.

Section 3—Notice of Meetings: Written notice of any meetings of the Association shall be delivered to each member not less than thirty (30) days and not more than sixty (60) days before the date of the meeting.

Section 4—Voting: At all meetings of the Association each voting member shall have one vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the voting members shall govern, provided that the quorum is met.

Section 5—Quorum of Members: At an annual meeting of the members, a quorum shall consist of those voting members present, providing that not less than one hundred (100) voting members are present. Members may not vote by proxy at an annual meeting. At a special meeting of the members, a quorum shall consist of those voting members present in person or by proxy, providing that not less than one hundred (100) voting members are present in person or by proxy.

Section 6—Rules of Order: The meetings and procedures of this Association shall be regulated and controlled according to Robert's Rules of Order and revised for parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

Section 1—Authority and Responsibility: The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its committees, and publications; shall determine its policies or charges therein; shall actively pursue its objectives and supervise the disbursement of its funds; and will establish dues for voting and nonvoting members. The Board may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. The Board of Directors may elect to form a subsidiary corporation when desired for the purpose of pursuing and attaining the objectives set forth.

Section 2—Composition: The Board of Directors shall consist of the elective officers of ~~this~~the Association~~—~~ (*i.e.*, President, President-Elect, and Secretary-Treasurer~~;~~) and six (6) Directors-at-~~large. The chair of the Rehabilitation Nursing Foundation shall be a nonvoting ex-officio member of the Board of Directors.~~Large.

Section 3—Qualifications:

(a) President-Elect. Any voting member in good standing who has served at least one year as ~~an elected or ex-officio~~a member of the Board of Directors at any time prior to the term of office shall be eligible for nomination to the office of President-Elect.

(b) Secretary-Treasurer. Any voting member in good standing shall be eligible for nomination to the office of Secretary-Treasurer.

(c) Directors-at-Large. Any voting member in good standing shall be eligible for nomination to the office of Director-at-Large.~~ Directors-at-Large shall serve staggered three-year terms.~~

Section 4— Manner of Election: With the exception of the President, officers and directors shall be nominated in accordance with the procedures set forth in Article ~~XI~~X, Section 1 and shall be elected through electronic or other mail ballots cast by ARN members. The President-Elect shall automatically succeed to the Presidency (and shall be deemed elected to office in that manner). Election shall be determined by a plurality of eligible votes cast. In case of a tie election, the election will be decided by the executive committee according to predetermined policy.

Section 5—Terms: All members of the Board of Directors shall take office at the conclusion of the annual ~~membership~~ meeting immediately following their election and serve until their successors have been duly elected and assume office.

(a) President. The President-Elect shall automatically succeed to the Presidency for a one-year term.

(b) President-Elect. The President-Elect shall serve a one-year term.

(c) Secretary-Treasurer. The Secretary-Treasurer shall serve a three-year term.

(d) Directors-at-Large. The Directors-at-Large shall serve ~~a~~ staggered ~~three~~two-year ~~term~~terms.

Section 6—Reelection: No ~~elected~~ officer having served one full term shall be eligible for reelection to the same office until at least one year has elapsed. A Director-at-~~large~~Large having served one full term shall ~~not~~ be eligible for reelection ~~as~~to a ~~Director-at-Large until at least one year has elapsed following the conclusion of an initial~~second consecutive two-year term and ~~may not serve more than a total~~a maximum of two full (2) terms in ~~office as Director-at-Large~~that position.

Section 7—Vacancies/Removal: Any vacancy occurring on the Board of Directors between annual meetings, with the exception of the office of President, may be filled for the balance of the term by the Board of Directors at any regular or special meeting. Any officer or director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor. A vacancy in the office of President shall be filled by the automatic succession of the President-Elect.

In addition, any director may be removed by the affirmative vote of two-thirds (⅔) of the members entitled to vote for such director voting at a meeting of the members at which a quorum is present whenever in their judgment the best interests of the Association would be served thereby.

Section 8—Quorum of the Board: At any meeting of the Board of Directors, no fewer than five members of the Board, including at least two officers, shall constitute a quorum for the transaction of business of the Association, and any such business thus transacted shall be valid, providing it is affirmatively passed upon by a majority of those present.

Section 9—Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than two times during each administrative year at such time and at such place as the Board may prescribe. Written notice of such meeting shall be delivered to the directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three directors, by notice mailed, delivered electronically, or telephoned to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

Section 10—Voting: A board member's voting rights shall not be delegated to another nor excused as proxy.

Section 11—Compensation: The directors and elected officers shall not receive any compensation for their services except for reimbursement of expenses as provided by policy.

Section 12—Telephone Conferences: Members of the Board, or of any committee designated by the Board, may participate in and act at any meeting of the Board or committee through the use of a conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE VII - DUTIES OF OFFICERS

Section 1—President: The President shall serve as the chief executive officer of the Association and shall in general supervise and control the affairs of the Association. The President shall preside at all meetings of the Board of Directors. The President shall also serve as a member ex officio—with the right to vote—on all committees except the Nominating Committee, and shall make all required appointments of standing and special committees with the approval of the Board of Directors. The President may sign, with the Secretary-Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association, and shall perform such other duties as are necessary and incident to the office of the President or as may be prescribed by the Board of Directors.

Section 2—President-Elect: The President-Elect shall succeed to the Presidency and shall perform the duties of the President in the event of his or her inability to serve. The President-Elect's duties shall be delegated by the Board of Directors.

Section 3—Secretary-Treasurer: The Secretary-Treasurer shall be in charge of the Association's funds and records. The Secretary-Treasurer shall collect all member dues; shall establish proper accounting procedures for the handling of the Association's funds; and shall be responsible for keeping of the funds in such banks, trust companies, and/or investments as are approved by the Executive Committee. The Secretary-Treasurer shall report on the financial condition of the Association at the annual conference, all meetings of the Board of Directors, and at other time when called upon by the President. At the

expiration of the term of office, the Secretary-Treasurer shall deliver over to his or her successor all books, money, and other property in his or her charge, or in the absence of a successor shall deliver such properties to the President.

The Secretary-Treasurer of the Association shall be responsible for the delivery of proper and legal written notices to members; shall see to the proper recording of the proceedings of meetings of the Association, Board of Directors, and all committees; shall carry into execution all orders, votes, and resolutions not otherwise committed; and shall see that accurate records are kept of all members.

The Secretary-Treasurer shall ensure that the audited financial report, approved budget of the Association, and minutes of board meetings are available upon the request of any member and at the member's expense.

ARTICLE VIII- EXECUTIVE COMMITTEE

Section 1—Authority and Responsibility: The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by these Bylaws or applicable law, pursuant to delegation of authority to such committee by the Board of Directors. Minutes of all Executive Committee meetings shall be distributed to the members of the Board of Directors.

Section 2—Composition and Election: The Executive Committee shall consist of ~~five members of the Board of Directors, including~~ the President as Chair, the President-Elect, and the Secretary-Treasurer~~, and two other members from the Board. The two Board positions shall be nominated by the President and approved by the Board of Directors~~.

Section 3—Quorum/Call of Meetings: ~~The majority~~All three (3) members of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Secretary-Treasurer on request of the Executive Committee.

Section 4—Vacancies: Any vacancy occurring on the Executive Committee shall be by an appointment made in the same manner as the original appointment to the Committee.

ARTICLE IX—~~REGIONS~~

~~The regions of this Association may be designed wherever the Board of Directors may approve, subject to such regulation as to organization, procedures, and financial responsibility that the Board of Directors may prescribe.~~

~~ARTICLE X~~ - CHAPTERS

Section 1—The chapters of this association may be established by charter whenever the Board of Directors may approve, subject to such regulations as to membership, organization, procedures, and financial responsibility that the Board of Directors may prescribe. Chapter members must be members of ARN.

Section 2—Charters for the operation of chapters may be revoked at any time and in such a manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a chapter charter, all funds in the chapter treasury and all chapter records shall be returned to the Secretary-Treasurer of the Association.

Section 3—The President shall call a meeting of chapter presidents each year during the Annual Conference. A chapter president not able to attend this meeting may appoint a chapter officer or member as the chapter delegate.

Section 4—At this meeting, recommendations may be submitted to the Board of Directors for consideration. Such recommendations shall be placed on the agenda for the next meeting of the Board of Directors for action as they deem necessary.

Section 5—No chapter or entity shall use the name of this Association in any manner whatsoever unless duly authorized to do so by the Board of Directors.

ARTICLE ~~XI~~X - SPECIAL AND STANDING COMMITTEES

Section 1—Nominating and Leadership Development Committee: The Nominating and Leadership Development Committee shall consist of the Immediate Past President, who shall serve as chair, two members appointed by the Board, and two additional voting members elected by the full membership. With the exception of the Immediate Past President, each member of the Nominating Committee shall serve a three-year term. Vacancies shall be filled for the balance of the term by the Board of Directors. Elections shall be by electronic or other mail ballot. The Nominating and Leadership Development Committee shall prepare and submit to the membership at least one nomination for those officers, directors, and nominating committee members whose terms shall expire at the annual membership meeting and for whom there is no automatic

succession. The committee shall assist in identifying potential candidates for special committees and may support leadership development activities as directed by the Board of Directors.

Section 2—Budget and Finance Committee: The Budget and Finance Committee shall consist of the President, the President-Elect, the Secretary-Treasurer, ~~a representative from each subsidiary corporation, one member from the general membership not currently holding a seat on the Board of Directors, and others as appointed~~and two (2) other Board members nominated by the President and approved by the Board. The ~~committee~~Committee shall ~~counsel~~work with the Executive Director on the annual budget of the Association and prepare recommendations for the Board of Directors.

Section 3—Special Committees: The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board of Directors upon their appointment.

ARTICLE ~~XII~~XI - ADMINISTRATIVE STAFF

Section 1—Appointment: The Board shall contract with a management firm to provide administrative management functions for the Association and the account executive shall have the title Executive Director, and the terms and conditions of this contract shall be specified by the Executive Committee.

Section 2—Authority and Responsibility: The management firm under contract shall be responsible for the effective administration of all the affairs of the Association and shall be responsible for all activities as directed by the Board of Directors and/or Executive Committee. The Executive Director shall annually ensure a report from the management firm of the Association to be published in the Association's official publication in regard to ARN activities.

ARTICLE ~~XIII~~XII - FINANCE

Section 1—Fiscal Period: The fiscal period of the Association shall be January 1 through December 31.

Section 2—Bonding: Trust or surety bonds may be furnished by the officers of the Association and may cover members of the Board of Directors, as well as individuals who shall be employed from time to time by the Association. The amount of such bond shall be determined by the Board of Directors, and the cost is to be paid by the Association.

Section 3—Budget: With recommendations of the Budget and Finance Committee, the Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association.

ARTICLE ~~XIV~~XIII - INDEMNIFICATION

The Association shall indemnify all officers, directors, committee chairs, employees, and agents of the association acting within the scope of their authority, including specifically all members of the Rehabilitation Nursing Certification Board, to the full extent permitted by the General Not-For-Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE ~~XV~~XIV – DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of such funds shall inure or be distributed to any members of the Association. On dissolution of the Association, any funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE ~~XVI~~XV - CONTRACTS, CHECKS, AND DEPOSITS

Section 1—Contracts: The Board of Directors may authorize any officer or officers, agent or agents of ARN, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of ARN, and such authority may be general or confined to specific instances.

Section 2—Checks, Drafts, Etc.: All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of ARN shall be signed by such officers, agent, or agents of ARN and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary-Treasurer and countersigned by the President of ARN.

Section 3—Deposits: All funds of ARN shall be deposited from time to time to the credit of ARN in such banks, trust companies, or other depositories as may be selected by any one or more officers or agents of ARN to whom such power may be delegated from time to time by the Board of Directors.

ARTICLE ~~XVII~~XVI - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

ARTICLE ~~XVIII~~XVII - WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not-for-Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or Bylaws or ARN, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall deemed equivalent to the giving of such notice.

ARTICLE ~~XIX~~XVIII - AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members voting by electronic or other mail ballot, or at a special meeting of the Association at which the quorum is met, notice of such proposed changes having been delivered in writing to members at least thirty (30) days before such meeting, and an opportunity for discussion of the substance of such proposed changes having been provided at an annual meeting of the Association. Amendments may be proposed by the Board of Directors on its own initiative.

ARTICLE ~~XX~~XIX – USE OF ELECTRONIC COMMUNICATIONS

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Revised ~~December 2016~~_____2021