

BYLAWS OF THE CALIFORNIA STATE ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC. (CSAOHN)

ARTICLE I NAME

The name of this chapter shall be the CALIFORNIA STATE ASSOCIATION OF OCCUPATIONAL HEALTH NURSES, INC., hereinafter referred to as CSAOHN, a chapter of the American Association of Occupational Health Nurses.

ARTICLE II PURPOSE

The purposes of CSAOHN as set forth in the Articles of Incorporation are to:

1. Constitute the state professional association of nurses engaged in the practice of occupational and environmental health nursing;
2. Promote and/or provide continuing education in occupational and environmental health nursing;
3. Maintain the integrity and character of the nursing profession;
4. Promote scope and standards of practice for occupational and environmental health nurses;
5. Provide a forum for networking and discussion of issues in the field of occupational and environmental health nursing;
6. Promote health and safety of workers and communities by supporting occupational and environmental health nursing practice through monitoring and influencing state legislation and regulations;
7. Promote occupational and environmental health nursing through public relations activities;
8. Provide opportunities to develop association leadership skills; and
9. To do, within the limits of the law, all things necessary, proper, incidental, suitable, useful and conducive to the complete accomplishment of the foregoing purposes.

ARTICLE III MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP

A. Active

1. A registered professional nurse currently employed in occupational and environmental health.
2. An active member whose employment status changes may maintain active membership for the remainder of that membership year and one additional year.
3. An active member may apply for inactive status if the member has temporarily left the field of occupational and environmental health nursing due to hardship.
4. Inactive status must be renewed annually and may be maintained for a maximum of three years.

B. Retired

A member retired from occupational and environmental health.

C. Affiliate

1. A registered professional nurse not eligible for active status but interested in the field of occupational and environmental health and 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 registered professional nurse enrolled as a student in a program of study related to occupational and environmental health.
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 may be conferred on any occupational health nurse selected by the CSAOHN Board of Directors for outstanding service to the organization or the profession.

SECTION 2. RIGHTS AND PRIVILEGES

- A. Active members shall have full rights and privileges of membership.
- B. Members in all other classes may attend membership meetings and participate in debate but shall not vote.
- C. Members in all classes, except Affiliate, may serve on committees.
- D. Honorary and retired members shall not pay State dues.
- E. Members who have retired from occupational and environmental health and are no longer practicing may decline membership and all the rights and privileges in AAOHN, only belonging to CSAOHN.

SECTION 3. APPLICATION TO MEMBERSHIP

Membership shall be granted by AAOHN. A written application submitted to the national office is required for all classes of membership except honorary.

- A. State chapters shall have thirty (30) days to challenge a member.
- B. If a member's application is challenged, there shall be an automatic review by the AAOHN Membership Committee.
- C. Final approval of applications for membership shall be within the sole and absolute discretion of the AAOHN Board of Directors.
- D. Honorary membership shall be conferred by a three-fourths (3/4) vote of the Directors present and voting at the regular meeting of the Board of Directors held immediately preceding the Annual Meeting.

SECTION 4. DUES

- A. Annual dues of members are payable January 1st.
- B. New members joining after June 30 shall pay half a year's national dues and full local, state, and regional dues for the balance of the calendar year.
- C. Each member shall send annual dues of AAOHN and CSAOHN to the national office.
 - 1. A change in the State dues structure for any class member shall, upon recommendation of the Board of Directors, be submitted to the members at a regular or special meeting. Notice of such recommendation shall be sent to each member with the call to the meeting. Approval shall be by a two-thirds (2/3) vote.

SECTION 5. FORFEITURE OF MEMBERSHIP

Membership of an individual shall be automatically terminated:

- A. For non-payment of dues; or
- B. For not meeting membership criteria.

SECTION 6. REINSTATEMENT

- A. A former member who forfeited membership by non-payment of dues may be reinstated:
 - 1. During the year of forfeiture by payment of dues;
 - 2. After the year of forfeiture by application as a new member and payment of current dues.
- a. A former member who forfeited membership for any other reason may apply as a new member, pay the current dues and meet the requirements then in force.

SECTION 7. ACCESS TO RECORDS

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

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1. COMPOSITION

The Board of Directors shall consist of the elected officers and elected directors.

SECTION 2. OFFICERS

The officers shall be President, President-elect, Secretary, and Treasurer.

A. QUALIFICATIONS

- 1. To be eligible for election, the candidates must be active members.
- 2. The candidate for President-elect shall have served a minimum of one (1) term in the last six (6) years as a member of the Board of Directors.
- 3. The candidate for president must have served a minimum of two 2-year board terms in the last six years to be eligible to serve.

B. DUTIES

The duties shall be such as are implied by their respective titles except as otherwise stated in these bylaws and more specifically include the following:

1. The President shall:
 - a. Be the chief elected officer and official representative of CSAOHN;
 - b. Perform duties as set down in the bylaws or standing rules adopted by the Board of Directors;
 - c. Appoint, subject to the approval of the Board of Directors, all standing and Ad Hoc Committees;
 - d. Be ex-officio member of all committees, except the Committee on nominations;
 - e. Approve bills for payment, subject to the limits that may be prescribed by the Board of Directors;
 - f. Sign all checks in the absence of the treasurer and co-sign any checks as established by policy;
 - g. Submit a written report at the annual meeting;
 - h. Submit to AAOHN office written reports as requested by AAOHN;
 - i. Notify AAOHN in writing of the addition or change in officers within 30 days;
 - j. As Past-President, serve on the Governmental Affairs/Legislative Committee overseeing Bylaws/Gavel, updating bylaws, bylaws revisions, amendments and other rules. Serves as parliamentarian for all meetings.
2. The President-elect shall:
 - a. Automatically succeed to the office of President after a two-year term;
 - b. In the absence of the President, assume the duties of the President;
 - c. Succeed to the office of president for the unexpired term in the event of a vacancy in that office;
 - d. Assume other duties assigned by the bylaws or standing rules of the Board of Directors.
3. The Treasurer shall:
 - a. Assume the responsibility for the financial affairs of the Association;
 - b. Be a member of the committee on Finance;
 - c. Deposit all money belonging to the Association in a bank approved by the Board of Directors;
 - d. Keep itemized records of receipts and disbursements and book of accounts;
 - e. Pay all bills approved by the president;
 - f. Submit the books and records for an annual independent review by an external party appointed by the Board of Directors;
 - g. Submit an annual financial report to the Annual meeting;
 - h. Keep an accurate classified file of the names, address, and places of employment of members;
 - i. At least ninety (90) days before the Annual meeting mail to the Chair of the Committee on Nominations and the Chair of Tellers upon appointment an accurate list of the voting members.
4. The Secretary shall:
 - a. Record the minutes of all meetings of CSAOHN and of the Board of Directors;
 - b. Notify all officers of their election and all committee Chair of their appointments;
 - c. Send to AAOHN, the names and addresses of officers immediately following their election and Chair of committees after their appointment;

- d. Conduct the general correspondence;
- e. Notify members and Directors in writing of the time and place of meetings.

SECTION 3. DIRECTORS

A. ELIGIBILITY

There shall be one elected Director from each local chapter and all (shall be) active members.

B. DUTIES

1. Act as liaison between CSAOHN and local chapter;
2. Provide programs and activities that will ensure fiscal integrity of CSAOHN;
3. Provide Board and/or Committee report for Board of Directors meeting;
4. In addition to duties defined in these bylaws, the Directors will assume special assignments as requested by the President.

SECTION 4. RESPONSIBILITIES

The Board of Directors shall:

- A. Establish mission and goals and direct the business and financial affairs of CSAOHN;
- B. Designate the place of deposit of money;
- C. Provide bond for any person handling funds;
- D. Provide for an independent review by an external party of the books and record of CSAOHN, at least annually;
- E. Adopt annual budget;
- F. Recommend to membership any proposed changes in State dues structure;
- G. Fill any vacancy except that of the President by ballot vote from nominees from the previous ballot. If none available, elect by vote of the Board of Directors;
- H. Fill any vacancies on the Nominations Committee;
- I. Approve presidential appointments;
- J. Process all complaints and requests;
- K. Initiate proceedings for the removal of an officer by 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 association;
- L. Establish advisory councils if and when deemed necessary;
- M. Determine the time and place for Annual Meeting;
- N. Transact the general business and affairs for CSAOHN not otherwise provided for in these bylaws;

O. Adopt the necessary standing rules and policies to implement the bylaws.

SECTION 5. TERM

- A. The term of office shall be for two (2) years or until a successor has been elected and assumes office.
- B. Upon leaving the office of President, the past president serves on the Governmental Affairs/Legislative Committee, responsible for Bylaws/Gavel. The term shall be for two (2) years and ends with the current president's term.
- C. The Board of Directors shall assume office January 1st .
- D. A Director shall be eligible for re-election to the same office for one (1) successive term.
- E. Any part of the term in excess of twelve (12) months shall be considered a term in deciding eligibility for re-election.
- F. The Treasurer and Secretary eligibility for re-election shall not be limited.
- G. The absence of any member of the Board of Directors from more than two (2) consecutive sessions of the Board of Directors without sufficient reason as approved by the majority of the entire Board, shall be considered a resignation from the elected office.

SECTION 6. VACANCY IN OFFICE

- A. A vacancy in the office of President shall be filled by the President-elect.
- B. A vacancy in the office of President-elect and any other vacancy shall be filled by ballot vote of the Board of Directors.

SECTION 7. MEETINGS

- A. A minimum of two regular meetings of the Board of Directors shall be held in the Spring and Fall with the later immediately preceding the Annual Meeting and State Conference.
- B. Special meetings of the Board of Directors
 - 1. May be called by the president;
 - 2. Shall be called by the president upon request of two-thirds (2/3) of the members of the Board of Directors.
- C. All members of the Board of Directors shall be notified not less than thirty (30) days before the date of the Board meeting.
- D. Unless otherwise specifically provided in these bylaws, any action authorized to be taken by the Board of Directors may be taken by the Directors present and voting at any regular or special meeting of the Board duly convened.
- E. QUORUM

Two thirds (2/3) of the members of the Board of Directors, including the President or the President-elect shall constitute a quorum at any meeting of the Board.

F. BUSINESS BY MAIL OR TELEPHONE

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 the meeting by this means is deemed to be present in person at the meeting. A report of any action shall be verified and made a part of the minutes at the next Board meeting.

**ARTICLE V
NOMINATIONS AND ELECTIONS**

SECTION 1 COMMITTEE ON NOMINATIONS

A. Composition

The Committee on Nominations shall be composed of ~~two (2)~~ members elected by the CSAOHN membership

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B. Qualifications

A member shall have been an active member of CSAOHN for one (1) year.

C. Term

The members of the committee shall serve two (2) years and shall not be eligible for immediate re-election.

D. Vacancy

Should a member of the Committee on Nominations become a nominee for Officer or Director, that person shall resign. The Board of Directors shall fill any vacancy on the Committee on Nominations with the candidate who received the next highest number of votes, if available. If not available, a ballot vote of the Board of Directors from nominees recommended by the Committee on Nominations.

E. Chair

The Chair shall be the member who received the highest number of votes in the odd year's election.

F. Duties

1. On or before June 1st of each year, the Committee shall send to each chapter a list of offices to be filled and request names of members eligible and willing to serve. Each chapter shall submit names from their group for Director. An attempt will be made to have at least two (2) names be shown on the ballot and one to be elected as Director from each chapter.
2. The Committee shall consider the qualification of all candidates proposed and shall select two (2) or more nominees for each office, where possible. Nominations are to be accepted after review of appropriate biographical information.
3. Consent of all persons whose names appear must be secured.
4. A ballot shall be prepared with placement of names chosen by lot.

G. Preparation of Ballot

1. In uneven number of years, the ballot shall contain nominations for the office of:
 - a. President
 - b. President-elect
 - c. Secretary
 - d. Directors of CCCAOHN, CHAAOHN, SCAOHN
 - e. Committee on Nominations (2)
2. In even number of years, the ballot shall contain the nominees for the office of:
 - a. Treasurer
 - b. Directors of CECRAOHN, CIAOHN, OCCAOHN, SDCAOHN
 - c. Committee on Nominations (1)

SECTION 2. METHOD

- A. All elections shall be by ballot prepared by the Committee on Nominations
 1. The ballot with directions, together with the biography and qualification of each candidate and a return envelope bearing the name and address of the Chair of Tellers shall be mailed to each active member whose names appear in the list received from the treasurer, no later than sixty (60) days prior to the Annual meeting.
 2. The Treasurer shall deliver an official roster of members eligible to vote to the Chairman of Tellers.
- B. The ballot, when marked according to directions printed thereon, shall be sealed in the envelope marked "ballot" and envelope shall be enclosed in the envelope addressed to the Chair of tellers, and voter will be instructed to place her/his name and address in the upper left hand corner. The ballot shall be returned at least twenty (20) days prior to the Annual meeting.
- C. Tellers: The Board of Directors shall appoint two (2) qualified persons to act as Teller and the Chair of Tellers at least ninety (90) days prior to the Annual meeting.
- D. Decisions: A plurality vote shall elect. In the event of a tie vote, a decision shall be determined by lot.

ARTICLE VI MEETINGS

SECTION 1. ANNUAL MEETING

There shall be an Annual Meeting at such time and place as shall be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS

Special Meetings of the State Association may be called by the president and shall be called by her/him upon the written request of a majority of local chapters of this State Association or two-thirds (2/3) of the voting membership.

SECTION 3. NOTICES

Notices of all meeting of the membership shall be mailed not less than ten (10) days and not more than sixty (60) days before the date of the meeting.

SECTION 4. QUORUM

A quorum of any meeting of the membership of this State Association shall be twenty-five (25) active members including two (2) officers, one of whom shall be the President or President-elect if the President is not available and representatives from at least four (4) chapters.

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SECTION 5. OFFICIAL RECORD

An official record of the meetings will be made.

SECTION 6. 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. All members shall be notified of the cancellation or rescheduling and the results of the election.

**ARTICLE VIII
COMMITTEES**

SECTION 1. STANDING COMMITTEES

A. There shall be the following Standing Committees:

- 1. Member Resources Committee
- 2. Professional Affairs/Education Committee
- 3. Governmental Affairs/Legislative Committee
- 4. Communications/Public Affairs Committee
- 5.. Finance Committee
- 6. Conference Committee

B. Each committee shall be comprised of at least two members.

C. The outgoing president serves on the Governmental Affairs/Legislative Committee, responsible for Bylaws/Gavel.

D. Detailed duties and procedures shall be as set by Policies and Procedures.

SECTION 2. AD HOC COMMITTEES

Ad Hoc committees may be appointed as authorized by the general membership or the Board of Directors.

SECTION 3. EX-OFFICIO MEMBERS

The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 4. QUORUM

A quorum for any meeting shall be a majority of the committee.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

Roberts Rules of Order Newly Revised shall govern the proceedings of this State Association in all cases not provided by these bylaws or in the standing policies and procedures.

**ARTICLE X
AMENDMENTS**

SECTION 1

These bylaws may be amended at any Annual Meeting or Special Meeting by ~~2/3~~ of the members present and voting provided that the proposed amendments shall have been approved by the Board of Directors and ~~notification given~~ to each voting member at least thirty (30) days in advance.

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SECTION 2

These bylaws may be amended at any Annual Meeting or Special Meeting without previous notice by a ~~2/3~~ vote of the members present and voting provided that the Board of Directors approved the proposed amendments and the proposed changes are given to those members in attendance at the Annual Meeting.

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SECTION 3

Any amendment to the AAOHN Bylaws adopted at any Annual or Special meeting, which directly relates to the business of this State Association shall automatically and immediately effect the necessary amendments to these bylaws.

March 2008