



An Affiliate of AONE

Utah Organization of Nurse Leaders (UONL) Bylaws

Article I - Name

This organization shall be known as the Utah Organization of Nurse Leaders, hereafter referred to as UONL.

Article II - Purpose and Objectives

Section 1 – Purpose and Objectives

To act and operate exclusively as a nonprofit organization as pursuant to the laws of the State of Utah, and to act and operate as a 501C (3) charitable organization providing nurse leaders additional education and networking experiences, in order to increase positive health outcomes for individuals and communities within the State of Utah.

The mission of UONL is to advance the health of all Utah residents through innovation and cultivation of excellence in nursing leadership. The vision of UONL is to shape the future of health care by elevating nursing leadership.

UONL will achieve its' mission through three foci:

Leadership Cultivation-UONL members will support and develop nurse leadership knowledge and understanding through conferences and workshops, mentoring, networking, participation in UONL Board and Committee activities and cultivate an environment of inclusion of all levels of nurse leaders.

Advocacy and Health Policy-UONL members will engage in advocacy and health policy through public relations and communication that foster partnerships with other relevant organizations to advance the health of Utah residents. Keep current with legislative issues about nursing practice, health care organization, finance, and nurse education.

Workforce Development-UONL members will support and develop nurse leaders in academic and practice settings to prepare competent nurses for the workforce, support collection and use of data to project workforce needs, foster diversity and cultural sensitivity, facilitate information and tools through UHA, AHA, AONE and other organizations.

This is accomplished by:

1. Providing a collaborative environment for nurse leaders to have an interchange of ideas, which enhances the nursing profession in Utah, as well as personal and professional growth and development.
2. Assessing the environment for its influence on nursing practice, nursing education and health care delivery.
3. Developing strategic and collaborative partnerships by utilizing processes of education, professional development, leadership activities and research to support nursing and healthcare issues on local, statewide, and national levels.
4. Promoting standards for nursing leadership in service and education.
5. Evaluation of nursing process, organization, administration, education, and professional development throughout the State.
6. Participating in the formation of public policies that improve the health of our communities.

For the purpose of these bylaws, the term health care institution is defined as a facility that provides acute care, sub-acute, ambulatory/outpatient care, skilled care, extended care, long-term/chronic care, and/or home care and public health.

Section 2 – Organization

UONL is established exclusively for charitable, scientific, and educational purposes. It shall be conducted so that no parts of its income or earning will incur to the benefit of any member, director, or other individual. Upon dissolution, the assets shall be distributed to an organization involved in nursing issues enjoying an exempt status under Sec. 501C(3) of the Internal Revenue Code, or a successor statutory authority, as determined by the Executive Committee of UONL.

UONL is an affiliate of the American Organization of Nurse Executives, hereinafter referred to as AONE.

Article III - Powers

UONL is a personal membership organization who delegates power to a Board of Directors to take positions regarding nursing issues, make recommendations to local and national organizations and policy making bodies, and officially advise the Utah Hospital and Health Services Association regarding practice and health care issues.

Article IV - Membership

Section 1 – Members

Membership is open to any registered nurse who:

- Holds an organizational role in administration/management and is accountable for strategic, operational, and/or management outcomes in sites where health care is delivered;
- Is a faculty in a graduate and/or undergraduate nursing program, including deans and directors;
- Is a consultant in nursing;
- Is a retired UONL member; and,
- Aspires to a leadership position.

Associate Membership is open to full-time nursing students working on a degree in nursing at the undergraduate, graduate or doctoral level. They are not eligible to hold positions on the board, but may attend business and educational meetings and participate otherwise as a full member of UONL.

Section 2 – Honorary Members

Honorary membership maybe conferred upon any individual who are in support of the organization or its mission after a signed recommendation of one member is received, seconded by another member and by a three quarters (3/4) vote by ballot of the Board.

Section 3 – Establishment of Membership

Upon receipt of appropriate dues and a completed application meeting the criteria for membership, an individual shall become a member. Membership is good for one year and is renewed on an annual basis.

Board Members will be given continued membership in UONL upon election or appointment to the Board for the period of their term.

Article V – Governance/Executive/and Board Officers

Section 1 – Composition

The Executive members of the Board shall be: President, Past-President, President Elect, Secretary, and Treasurer. Board Officers shall consist of the leader for: Leadership Cultivation, Leader of Advocacy and Health Policy, and two co-Leaders representing Academic Leadership/Workforce Development. Members at Large include Public Relations, Bylaws, Membership, and Long-Term Care Association Nursing Committee Member.

All positions on the Board shall be elected by the membership of UONL for a two-year term.

Executive Director

The duties of the Executive Director shall be:

1. Function as a hired employee of UONL.
2. Serve as an organizational liaison representing UONL in public and private matters with other healthcare and public organizations; serving as a spokesperson on behalf of UONL.

3. Serve as liaison and professional nursing support to the President, the Board, the Committees, and UONL members.
4. Report on duties and activities during regularly scheduled board meetings and serve as a member of the Executive Committee of the Board.
5. Manages projects and resources to effectively and efficiently accomplish organizational work as directed by the Board.
6. Shall not be a voting member of the UONL Board.
7. Shall be a licensed registered nurse with a graduate degree in nursing or other healthcare discipline preferred. Non-RN applicants with graduate degrees in healthcare may be considered for this position.

Administrative Assistant

Administrative Assistant to support the President and Board is an appointed position by the President with Board approval. This is an alternate choice for the Board in place of an Executive Director.

The Administrative Assistant shall:

1. Function as a hired employee of UONL.
2. Serve by appointment and may be employed in the President's place of employment.
3. Serve in a contractual appointed position by the UONL President and approved by the Board.
4. Term of employment, compensation, and reimbursement of expenses for the Administrative Assistant shall be:
 - a. **Term and Employment.** Subject to the provisions for termination set forth below in this agreement will begin the first month of the President's new term and will require 60-80 hours of work in one year's time. More hours may be negotiated if agreeable to both parties. The timeframe of employment will continue for a period of two years and may be extended.
 - b. **Compensation.** The Organization shall compensate the Administrative Assistant at an hourly rate of \$25.00 for services payable at regular intervals as bills are submitted to the Treasurer.
 - c. **Reimbursement of Expenses.** The Administrative Assistant, with approval, may incur reasonable expenses for furthering the organization's business, including expenses for office supplies, copies, and similar items. The Organization shall reimburse Administrative Assistant for all business expenses based on an itemized account of pre-approved expenditures with receipts, pursuant to Organization policy.
 - d. **Contractual Employment Agreement:** The Administrative Assistant will enter into a signed contractual employment agreement with the Board.
 - e. **Performance Appraisal:** The President will conduct an annual performance review of the Administrative Assistant and present it for Board discussion and approval.

Section 2 – Eligibility

Each member of the executive board and board officers shall be a member in good standing of UONL and AONE. Board members/officers will be committed to attend meetings in person or by phone four out of six meetings per year.

Section 3 – Election Terms

Term of office shall be on a calendar basis commencing in January. No more than 50 percent of the executive and board officers should be elected in one year. The President Elect and Past President (two years) shall serve one year terms with the President Elect being elected in even numbered years. All other officers shall serve alternating terms of two years. The President Elect shall take office as President at the end of his/her term as President Elect. The Secretary and Treasurer shall be eligible for re-election for another full term. It is recommended that having served a second consecutive term; such members shall be ineligible for re-election until two years shall have elapsed. Members at Large shall be elected for two years and are eligible for re-election for another full term.

Section 4 – Functions of Executive Board

The function of the executive board is to transact business for the organization between routine meetings or emergent conditions.

Section 5 – Duties

A list of duties of members of the executive board and board officers are included in the Rules and Regulations of UONL.

Section 6 – Vacancies

If the office of the President becomes vacant, the President Elect shall succeed to the office of President and serve his/her own term. If another office becomes vacant, the Board shall appoint, from the membership, a member to serve for the remaining portion of the term.

Article VI – Dues and Monies

Section 1 – Establishment of Dues

Changes in annual dues for membership in UONL shall be established by a two-thirds (2/3) vote of the executive and board officers.

Section 2 – Disbursement of Dues

All dues paid to UONL shall become the property of UONL to be disbursed in accordance with an annual budget approved by the membership. No portion of dues paid by any member shall be refundable if the membership is terminated for any reason.

Monies donated to UONL will be used for the purpose specified by the donor. Monies donated without purpose specified will be accounted for in the general fund. Monies earned from educational programs will be accounted for in the general fund.

No part of the net earning of the organization shall insure the benefit of, or be distributable to its members, trustee, officers, or other persons, except that the organization shall be authorized and

empowered to pay reasonable compensation for services rendered to the organization and to make payments and distribution in furtherance of the purposes set forth herein.

Article VII – Meetings

Membership

Section 1 – Number and Purpose

General membership meetings shall be held at least twice a year with the focus of one meeting for the purpose of announcing the election results of the Board officers, transaction of business, and presentation and approval of the Treasurer’s report.

Section 2 – Notice of Meetings

UONL Board shall notify the membership of meetings no less than thirty (30) days prior to the date of the meeting.

Section 3 – Order of Business

The Board shall approve the order of business for annual, regular, and special meetings. The President of UONL shall preside at all meetings. In absence of the President, the President Elect or Immediate Past President shall assume the chair.

Section 4 – Voting

- a) Voting – Each member of UONL present at the meeting and in good standing shall be entitled to one vote in person or electronically. For the purpose of voting at any meeting of UONL or its committees, a simple majority of the votes cast shall determine the outcome, except as provided elsewhere in these bylaws.

- b) Elections – Each eligible UONL member may cast a vote for one candidate for each position being elected. Annual election of officers will be held electronically. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, together with a resume of the background and experiences of each, shall be distributed not less than thirty (30) days prior to the annual meeting. The ballot shall be electronically returned no later than seven days prior to the date of the meeting. The votes shall be tabulated by the Committee on Nominations and results shall be reported at the annual meeting.

Section 5 - Quorum

Twenty percent (20%) of the total membership shall constitute a quorum for regular and special meetings called by the Executive Board.

Executive Board and Board Officers

Section 1 – Number and Purpose

The Board of UONL shall meet not less than four times per year. Additional meetings may be called by the President.

Section 2 – Voting

For the purpose of voting by the Board, a simple majority of the vote's cast shall be used.

Section 3 – Quorum

A quorum for the board shall be four members, one of which shall be the President or President Elect.

Article VIII – Elections

Section 1 – Nominations/Candidates

Any member of UONL may recommend a candidate for consideration by the Nomination Committee. Such recommendations shall be sent to the committee no later than sixty (60) days prior to the annual meeting.

Section 2 – Eligibility

Each potential candidate must be a member in good standing of UONL.

Section 3 – Process

The board shall ensure ballots with qualified candidates are sent to the UONL membership between forty-five (45) and thirty (30) days prior to the annual meeting. Results shall be tabulated by the nominations committee and announced to the membership at the annual meeting.

Section 4 – Forfeiture

Officers shall automatically forfeit their office if they lose eligibility for membership. A Board member has the right to appeal to a special hearing committee, which shall be appointed by the President and shall include at least one member of the board. Findings and recommendations shall be forwarded to the Board for final approval.

Article IX – Committees

There shall be eight (8) standing committees: Nominations, Membership, Bylaws, Public Relations, Academic Leadership/Workforce Development, Leadership Cultivation, Advocacy and Health Policy, Long-Term Care Association Nursing Committee and other ad hoc committees to meet the strategic work of the Board. All committees shall have representatives from the membership of UONL. Committee appointments are announced at the annual meeting and are effective for two years. All standing committees shall submit annual reports and such interim reports as requested by the President. The chairperson will appoint members of each

committee. Committee membership should reflect geographic distribution and the board interest of UONL. See specifics regarding each committee in Rules and Regulations of UONL.

Article X - Affiliations

The Utah Organization of Nurse Leaders shall enter into and maintain a written agreement of affiliation with the American Organization of Nurse Executives (AONE). UONL will participate in mutual programs with AONE as detailed in the written affiliation agreement.

UONL will maintain a close liaison with the Utah Hospital & Health System Association.

UONL will develop external partnerships to advance the purposes and goals of the organization. Members of those organizations will be invited to serve as liaisons to attend board meetings as appropriate to UONL business.

Article XI – Decision Making

Decision-making will be accomplished through consensus. There may also be times when members of the Board may need to agree to disagree and have more than one point presented. Should there be a situation when consensus cannot be reached, different viewpoints and rationale will be presented to respective decision-making bodies / organizations as circumstances warrant.

Article XII – Amendment

The bylaws may be amended by two-thirds (2/3) of the votes cast at any annual meeting of UONL. Notice of proposed amendments shall be sent to all members not less than thirty-one (31) days in advance of the meeting. Amendments to the bylaws may also be proposed by petition of at least five (5) members of UONL. Amendments so proposed shall be filed with the Secretary at least sixty (60) days prior to the annual meeting.

Amendments to the bylaws that are approved by the membership shall become effective as designated therein.

Article XIII – Dissolution

Upon the dissolution of UONL, assets shall be distributed for one or more exempt purposes within the meaning of Section 501C (3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the organization is then located, exclusively for such purposed or to such organization, as District Court shall determine, which are organized and operated exclusively for such purposes.

DATE OF ORIGIN: April 1986

REVISED: November 1989
October 1993

October 1996
March 2005
October 2007
January 2008
December 2010
May 2012
October 2014
July 2015
October 2016
October 2017

UONL President

Date Signed

UONL Past President

Date Signed

UONL Secretary

Date Signed

UONL Treasurer

Date Signed