

Adopted June 5, 2008

BYLAWS  
of  
ALABAMA ASSOCIATION OF SCHOOL NURSES, Inc.

ARTICLE I

NAME

The name of this organization shall be Alabama Association of School Nurses, Inc., hereinafter referred to as Alabama Association of School Nurses, the Association, or AASN.

ARTICLE II

OBJECT

In addition to the purposes set forth in the Articles of Incorporation, the object of this Association shall be to promote quality school health services and health education throughout Alabama by increasing the effectiveness of its members and by being affiliated with the National Association of School Nurses, Inc. and the Alabama Education Association.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership

A. Active

- (1) Any professional nurse registered in the State of Alabama, upon the payment of dues, shall be an active member provided he or she is contracted for, or employed by, an agency for the purpose of providing school health services and or supporting school health.
- (2) Unless otherwise specified in these bylaws, any reference to a member(s) shall be understood to mean an active member(s) with full rights and obligations to vote, debate, hold office, serve on committees, pay dues, attend meetings, and any other rights, obligations, or duties normally afforded members of a deliberative organization.

B. Associate

Any allied health professional, professional registered nurse, or person interested in supporting the goals and purposes of the AASN, who is not eligible for active membership, upon the payment of dues, shall be an associate member with all

rights, obligations, and duties of active members except chairing committees, voting and holding office.

C. Retired

Any AASN member who retires and notifies the Association, shall be exempt from paying dues and shall enjoy all the rights, obligations, and duties of active members except chairing committees, voting, and holding office.

D. Honorary

Upon the recommendation of the Board of Directors and a majority vote of the members present and voting at an annual meeting, honorary membership may be bestowed on any individual who supports the goals and purposes of AASN and such members shall enjoy all rights, obligations, and duties of active members except chairing committees, voting, holding office, and paying dues.

Section 2. Membership Year

The membership year and the fiscal year shall be August 1 through July 31 of each year.

Section 3. Dues

- A. The dues shall be set at the annual meeting and notices to all members shall be sent in July.
- B. Dues are payable prior to August 1 for the next fiscal year, become delinquent on October 1, and if not paid by January 1, the member is considered in arrears and any dues collected after January 1, shall be credited to the next membership year.
- C. Any member, regardless of class, whose dues are delinquent, forfeits all rights of his/her membership class until such time dues owed are paid.

Section 4. Districts

A. Composition

The State of Alabama shall be divided into seven (7) geographical areas which are to be designated as districts with each district being represented by a District Chairman who shall be appointed by the President and approved by the Executive Committee and shall serve on the Board of Directors. District boundaries may be changed by a majority vote of members present and voting at an annual meeting.

B. Organization

Each District shall be organized as its Chairman and members agree in order to carry its objectives.

C. Meetings

Each District shall hold meetings at a time and place as determined by the District Chairman on a needs basis to address issues related to the District, the Association and or to further advance health education of its members.

ARTICLE IV

OFFICERS-TERMS-QUALIFICATIONS-DUTIES-ELECTION-VACANCIES-REMOVAL

Section 1. Officers

The elected officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Treasurer, a Director, and a Director-Elect.

Section 2. Terms

A. All elected officers serve terms of one (1) year beginning at the close of the annual meeting at which they are elected and ends at the close of the Annual Business Meeting that elects their successor(s) or their successor(s) assume office with the following exceptions.

(1) The Director serves a term of four (4) years.

(2) The Director-Elect serves a term of one year during the final year of the Director's term.

B. Consecutive terms of office are not allowed for elected officers except for the Treasurer and the Recording Secretary, who are entitled to be elected to two (2) year terms.

C. Any past officer or member who is appointed to serve the unexpired term of a vacated office shall not have that term counted as a full term so that they shall be eligible to serve and or be elected to that office or any other office at the next Annual Business Meeting and serve the number of terms allowed by these bylaws for that office.

Section 3. Qualifications

All potential officers must have been employed as a full time school nurse for the time specified below and have been an active member in the Association for the time specified below and be current with dues. If an officer's dues become delinquent, that office shall be considered vacant and shall be filled as prescribed in these bylaws.

- A. President- Five (5) years Employment and Three (3) years Active Member
- B. First Vice-President- Four (4) years Employment and Two (2) years Active Member
- C. Second Vice-President-Three (3) years Employment and One (1) year Active Member
- D. Recording Secretary-Three (3) years Employment and One (1) year Active Member
- E. Treasurer– Three (3) years Employment and One (1) year Active Member
- F. Director –Five (5) years Employment and Three (3) years Active member and served on the Board of Directors of AASN and held active membership in the National Association of School Nurses for two (2) years.
- G. Director-Elect-Four (4) years Employment and Two (2) years Active Member and served on the Board of Directors of AASN and held active membership in the National Association of School Nurses for one (1) year

#### Section 4. Appointed Positions

- A. The President may appoint additional positions to be served by members of the Association. These appointments shall include, but not be limited to, Corresponding Secretary, Historian, Librarian, Curator, and a Chaplain. A Parliamentarian may be appointed with duties and qualifications as stated.
  - (1) All appointed positions must hold active membership in the Association and may serve on the Board of Directors if approved by the Executive Committee.
  - (2) Duties
    - a. The duties of appointed positions shall be as specified in the parliamentary authority adopted by the Association and any other duties that may be assigned by the President, the Board of Directors, or the Executive Committee.
    - b. The Parliamentarian may be an active member of AASN or a hired professional with such duties as are specified in the parliamentary authority adopted by the Association and any other duties mutually agreed upon between the Parliamentarian and the Association.
- B. Dismissal of any appointee to any of the listed positions must follow the Conflict Resolution procedures specifies in Article IV, Section 8 unless the appointee agrees otherwise to waive any or all of the required procedures.

#### Section 5. Election

- A. Election of officers shall be conducted at the Annual Business Meeting by secret ballot.
- B. A Nominating Committee member, or a designee appointed by the Board, shall report to the membership at the Annual Business Meeting the names of the members nominated by the Nominating Committee which have been approved by the Board of Directors.
- C. The presiding officer shall begin the election of officers by announcing to the assembly that a member may be nominated for more than one office and then seek nominations from the floor for each office, and close nomination for each office by general consent after all nominations from the floor have been completed for that office.
- D. The President shall instruct a previously appointed Tellers Committee to distribute the ballots and instruct the voting members to add any nominations from the floor to that ballot. After voting, the members of the Tellers Committee will collect and count ballots and report the votes (not the results) received by each candidate for each office to the presiding officer.
- E. The presiding officer will repeat the votes for each office and announce the candidates who have been duly elected and proceed with additional voting for any office not decided by the first ballot. Any unopposed candidate for an office may be declared duly elected by the presiding officer by unanimous consent or acclamation.
- F. For any elected office, where more than two candidates are on the ballot, and no candidate receives a majority of the votes cast, a runoff election shall be held between the two candidates receiving the highest number of votes.

## Section 6. Duties

Each officer shall carry out the duties of their office as specified below and any additional duties required by a motion adopted by the membership at an Annual Business Meeting, by action of the Board of Directors or the Executive Committee, or any higher authority to which they may be subject.

### A. President

- (1) The President shall preside at all meetings of the Board of Directors and the Executive Committee, serve as ex-officio a member of all committees except the Nominating Committee, and

- (2) Appoint the Chairman of all committees except the Nominating Committee and submit the appointees for approval by the Executive Committee, and
- (3) Perform all duties normally expected of a President as specified in Robert's Rules of Order Newly Revised, and such other duties as the Board of Directors may require.

B. First Vice-President

- (1) The First Vice-President shall preside at all meetings in the temporary absence of the President and shall assume the Presidency upon the vacancy of that office for the remainder of the term and assume the office of President the subsequent year, and
- (2) Shall serve as Chairman of the Program Committee and the Continuing Education Committee.

C. Second Vice-President

- (1) Shall serve on the Program Committee and the Continuing Education Committee, and
- (2) Shall assist the First Vice-President with the annual conference, and
- (3) Shall assume the office of First Vice-President upon its vacancy and serve the remainder of that term and serve the subsequent year as First Vice-President.

D. Recording Secretary

- (1) Shall keep full and accurate minutes of all regular and special meetings of the Association, the Board of Directors and the Executive Committee, and file them in a binder and make them available for any member upon request at the convenience of the Recording Secretary and the member, and
- (2) Shall provide printed copies by electronic means of the proceedings of all meetings of the above mentioned bodies to the designated or appropriate members within 15 days of the conclusion of the meetings.
- (3) Annual Business Meetings may be recorded and paper copies summarizing the proceedings or copies of the recorded procedures may be distributed as directed by the Executive Committee or the President. Such recordings shall be kept on file by the Secretary.

E. Treasurer

- (1) The Treasurer shall keep accurate accounts of the receipts and disbursements in the books of the Association, and
- (2) Shall give such financial reports to the bodies of the Association as are requested by the President, and
- (3) Serve as Chairman of the Finance Committee and member of the Membership Committee, and
- (4) Must be bondable at AASN expense if required by the Board of Directors.

F. Director

- (1) The Director shall assist the President as needed with assigned duties, and
- (2) Serve as AASN's representative to the National Association of School Nurses with duties to include conveying and or advocating for concerns and positions of AASN as determined by the Board of Directors, and
- (3) Advocate for the Association at the state and national level as directed by the Board of Directors, and
- (4) Serve as Chairman of the Awards and Recognition Committee, and
- (5) Seek approval of the Board of Directors to serve a second term, and if approved, inform the Chairman of the Nominating Committee of intentions to continue in office for a second consecutive term two (2) weeks in advance of the date that the Nominating Committee is to present its report to the Board of Directors.

G. Director-Elect

- (1) The Director-Elect shall assist the President and Director as needed,
- (2) Act in the temporary absence of the Director and assume the office of Director should that office be vacated and serve the remainder of the Director's term, and
- (3) Serve the Association at the state and national levels according to the applicable provisions of Section 5-F, 2 and 3 above when the Director is unable to do so.

Section 7. Vacancies in Office

- A. Should any office, other than the President, First Vice President, or Second Vice President, become vacant, that office shall be filled by a majority vote of the members

present and voting at a regular meeting of the Board of Directors, except for the office of Director which shall be filled by the Director-Elect thereby creating a vacancy in the office of Director-Elect which shall be filled as herein stated.

- B. A vacancy in the office of President shall be filled by the First Vice-President. The Second Vice-President assumes the office of First Vice-President thus creating a vacancy in the office of Second Vice-President which shall be filled by a majority vote of the members present and voting at a regular meeting of the Board of Directors.

#### Section 8. Removal from Office or Duties

- A. After the procedures related to Conflict Resolution specified in Article VI, 3-A result in a recommendation that the Board of Directors dismiss an officer, any officer of AASN may be removed from office for sufficient reason(s) as determined by a majority vote of the members of the Board of Directors present and voting, at a regular or special meeting of the Board after a hearing is conducted by the Board whereby the charges against the officer is explained and supported by evidence. The officer in question may be represented by counsel at personal expense and the officer and or counsel shall be allowed to speak in defense of the charges.
- B. Any appointee, who fails to perform to the satisfaction of the appointing body or person making the appointment, may be relieved from those duties by a majority vote of the members of that body present and voting, excluding the accused, at a regular or special meeting of the appointing body or by the person making the appointment. After having a hearing at which the appointee is present and the charges are specified and supporting evidence and witnesses or documents are presented, and the appointee has a chance to refute those charges and be represented by counsel at personal expense, the body or person making the appointment decides the result.
- C. A properly scheduled hearing may proceed without the appointee unless the appointee has provided the appropriate body with an acceptable and reasonable excuse for his or her absence that is verifiable and accepted by the Board of Directors or Executive Committee.

### ARTICLE V

#### BOARD OF DIRECTORS

The Board of Directors shall be the governing body of the Association and have full power and authority over the affairs of the Association between Annual Business Meetings except as otherwise provided in these bylaws and shall have the authority to adopt special rules of order

and or standing rules to govern its own proceedings and the affairs of the Association over which it has power and authority.

### Section 1. Composition

The voting members of the Board of Directors shall be composed of the President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Director, Director-Elect, All Standing Committee Chairmen, District Chairman, and the Immediate Past President, and certain appointed officers if approved by the Executive Committee.

### Section 2. Meetings

The Board shall meet at least quarterly or at the call of the President or upon the written request to the President signed by five (5) members of the Board. Such meetings may be in person or by teleconferences where a majority of the Board is present at the same time and can communicate effectively with any and all present.

### Section 3. Quorum

A majority of the voting members of the Board of Directors constitute a quorum.

### Section 4. Duties

- A. Decide on the date, time, and place of the annual meeting.
- B. Approve or amend the annual budget of the Association submitted from the Finance Committee. After approval or amendment, submit a copy for information purposes only to the membership at the Annual Business Meeting, and
- C. Determine compensation/reimbursement of officer and member expenses when applicable, and
- D. Approve amendments by the Finance Committee to the adopted budget during the fiscal year, and
- E. Conduct hearings and decide removal, retention, or other disciplinary action of officers or other members for just cause as the evidence presented warrants, and
- F. Implement the decisions of the membership arrived at during the Annual Business Meetings, and
- G. Initiate possible changes to the Articles of Incorporation to be presented to the members for consideration at an Annual Business Meeting, and

- H. Perform such other duties as are enumerated in these bylaws and those that may be needed to carry out the purposes of the Association between the Annual Business Meetings of the membership.

## ARTICLE VI

### EXECUTIVE COMMITTEE

#### Section 1. Composition

The voting members of the Executive Committee shall be composed of the seven (7) elected officers of the Association: President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Director, Director-Elect, together, with the Immediate Past President.

#### Section 2. Authority

The Executive Committee shall exercise the authority of the Board of Directors between meetings of the board but only to the extent necessary to take action on unanticipated business that requires action between meetings of the Board of Directors and such action is not contrary to any action taken by the Board or instructions given to the Executive Committee, and perform such other duties as are enumerated below.

#### Section 3. Other Duties

##### A. Conflict Resolution Process

- (1) After the Executive Committee has been informed by the President, Board of Directors, Executive Committee member(s), or any Association member, that a possible conflict exists, the Secretary shall be requested by the Executive Committee to inform the parties involved in writing.
- (2) An initial meeting, mutually agreed upon by all parties, shall be scheduled, at which a preliminary hearing will take place to resolve the issue, determine if additional meetings are necessary, or refer the issue to the Board of Directors with a recommendation determined by a majority vote of the Executive Committee.

##### B. Have such other duties as are specified in these bylaws or by the Board of Directors

#### Section 4. Meetings

The Executive Committee shall meet at the call of the President or upon the written request of three (3) of its members and such meetings may be in person or

by teleconferences where a majority of its members are present at the same time and can effectively communicate with any and all present.

#### Section 5. Quorum

A quorum of the Executive Committee shall be a majority of its members.

### ARTICLE VII

#### COMMITTEES

There shall be the following Standing Committees: Auditing, Awards and Recognition, Bylaws, Continuing Education, Finance, Legislative, Membership, Nominating, Program, Public Relations, and Ways and Means. Such other committees, standing or special, shall be established by majority vote of the members present and voting at an Annual Business Meeting or by a majority vote of the members present and voting at a meeting of the Board of Directors, with the duties of any and all committees being subject to change by the Board.

#### Section 1. Committees

##### A. Auditing

An Auditing Committee comprised of a Chairman and two (2) members shall be appointed by the President at least five months before the close of the fiscal year. Their duty shall be to audit the Treasurer's accounts at the close of the fiscal year and to submit copies of the report to all members of the Board of Directors by September 1 of each year.

##### B. Awards and Recognitions Committee

The Awards and Recognitions Committee shall consist of the Director, Director-elect, and three members. The committee shall publicize the criteria for selection of Alabama School Nurse of the Year, choose a recipient for the award from nominations submitted and plan the awards ceremony and other recognitions as approved by the Board of Directors.

##### C. Bylaws

The Bylaw Committee shall consist of at least two (2) members who shall receive written proposed amendments from members and or the Executive Committee. The committee shall edit all proposed amendments and forward them to the President 45 days before the Annual Business Meeting for presentation to and approval of the Board of Directors. All amendments so approved shall then be publicized to the members as stated in Article X-AMENDMENT.

#### D. Continuing Education

The Continuing Education Committee shall consist of the First and Second Vice-Presidents and at least two additional members, who shall be responsible for implementing the requirements for continuing education as mandated by the State Board of Nursing.

#### E. Finance Committee

The Finance Committee shall be comprised of the Treasurer and four other members, and it shall be the responsibility of this committee to prepare a budget for the following fiscal year. This budget shall be submitted to the Board of Directors at a Board meeting prior to the Annual Business Meeting for publication purposes. The Finance Committee may amend the adopted budget from time to time during the fiscal year, with the approval by majority vote of the Board of Directors.

#### F. Legislative

- (1) The Legislative Committee shall be comprised of at least two (2) members, a chairman and one other member. It shall be the responsibility of this committee to propose and submit a federal and state legislative program that supports and advances the goals and mission of the Association to the Executive Committee upon request.
- (2) This committee shall report to the Executive Committee by electronic means or paper copies, a summary of their actions and or the results of any and all meetings in carrying out their federal and state programs within two (2) weeks of such actions or meetings.

#### G. Membership

The Membership Committee shall be comprised of four members, the Membership Chairman, the Treasurer, and two other members. The Membership Chairman shall keep an accurate and current list of the membership of AASN. In addition, be responsible for receiving membership dues and submitting them to the treasurer, and encouraging active membership in this Association. The Membership Chair will be responsible for dues notices being sent in July to all members.

#### H. Nominating

The Nominating Committee of three members shall be elected at the Annual Business Meeting immediately after officer elections. It shall be the duty of this committee to nominate candidates for the offices to be filled at the next annual business meeting. The Nominating Committee shall report a list of potential nominees to the Board of Directors

two weeks prior to the Annual Business Meeting. Nominations from the floor shall be permitted after completion of the Nominating Committees report to the membership at the Annual Business Meeting.

#### I. Program

The Program Committee shall consist of the First and Second Vice-Presidents and two members. The Program Committee shall be responsible for the overall annual AASN conference. The conference program shall be submitted to the Board of Directors for approval and or corrections prior to the annual meeting.

#### J. Public Relations

The Public Relations Committee shall consist of the Newsletter Editor, Web Page Chairman, and two members for the purpose of informing the membership and the public of the goals, issues, and activities that will promote school nursing generally and the Association specifically.

#### K. Ways and Means

The Ways and Means Committee shall consist of a Chairman and two (2) members whose duties are to organize and promote fund raising activities of the Association.

### Section 2. Quorum

A quorum of all committees of three (3) or more members shall be a majority of its members, and committees with only two (2) members shall require both members to be present for any and all meetings of that committee. Teleconferencing is hereby authorized for committee meetings.

### Section 3. Reports

Committees make reports to the Board of Directors except as specified in these bylaws and to the Annual Business Meeting as required, requested, or needed.

### Section 4. Committee Chairmen

- A. Chairmen of committees shall call meetings on a needs basis and be responsible for the written and or oral reports required, requested, or needed to be given at meetings of the Board of Directors, the Executive Committee, or at the Annual Business Meeting.
- B. Except as provided in these bylaws, the Chairman selects the number of members (active-associate-retired) to serve on their respective committees.

### Section 15. Teleconferences

Teleconferences are hereby authorized for Standing Committee meetings provided all members constituting a quorum of the committee are present at the same time and can effectively communicate with one another.

## ARTICLE VIII

### MEETINGS

#### Section 1. Annual Business Meeting

- A. There shall be an Annual Business Meeting of the Association to elect officers and address issues of concern to the Association. A majority vote of the active members present and voting at the annual meeting shall decide all issues unless otherwise provided in these bylaws, or required by the parliamentary authority adopted by the Association, or any higher authority to which it may be subject.
- B. A quorum at the Annual Business Meeting shall consist of those active members present.
- C. The Annual Business Meeting site, date, and time shall be decided by the Board of Directors.

#### Section 2. Special Meetings

A Special Meeting of the membership may be called by the Board of Directors upon a majority vote of the entire Board to address only the issue stated in the call of that meeting. A Thirty (30) day notice stating the purpose, date, and hour of such meeting, shall be sent to all members eligible to vote at such a meeting.

#### Section 3. Voting

- A. Voting at any and all meetings of the Association shall be in person, or if authorized in these bylaws, during teleconferences, and all issues shall be decided on the basis of a majority vote of those present and voting, except as may be authorized otherwise in these bylaws or in the parliamentary authority adopted by the Association.
- B. The voting body at any and all meetings of the Association shall be limited to active members.
- C. Proxy voting and absentee ballots are prohibited.

## ARTICLE IX

### PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order Newly Revised shall govern the conduct of business in this Association in all cases to which they are applicable and are not inconsistent with these bylaws, the Articles of Incorporation, or any written rules the Association may adopt or to any higher authority to which it may be subject.

#### ARTICLE X

#### AMENDMENT

These bylaws may only be amended at the annual business meeting of the Association by a two-thirds (2/3) vote of the active members present and voting, provided the proposed amendment(s) have met all the requirements specified in ARTICLE VII-COMMITTEES-Section 3-Bylaw Committee, and copies of the proposed amendments or revisions have been transmitted by electronic means and or postal service, to all eligible voting members of the Association ten (10) days prior to the Annual Meeting at which they will be considered.

#### ARTICLE XI

#### DISSOLUTION

In the event of dissolution, which must be approved by a two-thirds (2/3) vote of the active members present and voting in a regular or special meeting, the Alabama Association of School Nurses shall be dissolved. No officer, director, member, or employee or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. After the payment of all debts, the remaining assets may be used, sold, or donated to another not for profit 501(c)3 corporation or tax exempt organization as per the corporate laws of the State of Alabama in effect at the time of dissolution. It is advisable that an attorney be engaged to advise the Association during a dissolution process.

#### PROVISO

Resolved: That the secretary and/or the Bylaw Committee are authorized to correct article and section designations, punctuations, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with the adoption of these bylaws of the Alabama Association of School Nurses, Inc.

These bylaws of the Alabama Association of School Nurses, together with the proviso attached, were presented to the membership for a vote at its annual business meeting on June 5, 2008 and adopted.

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President

Date

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Secretary

Date