

BYLAWS
OF THE
O.N.E. – CONNECTICUT

ARTICLE I

PURPOSE

O.N.E.-Connecticut, a chapter of the American Organization of Nurse Executives (AONE), the national organization for nursing leaders, provides direction and leadership for the advancement of nursing practice and patient care in organized health care systems, in the achievement of excellence in nursing leadership practice, and in the shaping of policy affecting health care delivery from the perspective of nursing leaders.

ARTICLE II

REGULATIONS

SECTION 2.1

The O.N.E.-Connecticut Board of Directors is authorized to develop and implement regulations by which internal and external activities of O.N.E.-CT shall be governed (“regulations”). Regulations are at all times subordinate to the bylaws. Terms of the regulations should be consistent with the bylaws, if any irreconcilable conflict exists, then the bylaws shall prevail.

ARTICLE III

MEMBERSHIP

SECTION 3.1 Full Members

Full Members of O.N.E.-CT shall consist of Registered Nurse (RN) leaders or aspiring leaders. This includes those RN’s who hold or aspire to hold an organizational role of administration/management who are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered; faculty in graduate and undergraduate nursing programs, including deans and directors; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; and editors of professional journals.

Full Members shall have the right to hold any elected position; vote on organizational issues; elect a slate of candidates for service on the Board of Directors; and shall have the right to elect officers of O.N.E.-CT, except for any officers appointed by the Board of Directors as set forth by the Bylaws. Full Members shall have the right to vote on amendments to the O.N.E.-CT Bylaws and Regulations and on any increase in the dues proposed by the Board of Directors.

SECTION 3.2 Student Members

Student Members of O.N.E.-CT shall be full time U.S. Nursing Students in Associate Degree, Diploma, Baccalaureate, generic Masters and generic Doctoral programs preparing students for Registered Nurse licensure. They may attend O.N.E.-CT business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for directors or Officers of O.N.E.-CT.

SECTION 3.3 Affiliate Members

Affiliate Members of O.N.E.-CT shall be individuals who are not Registered Nurses but who support the mission and vision of O.N.E.-CT. They may attend business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of hold office in, or vote for directors or Officers of O.N.E.-CT except as otherwise set forth in these Bylaws.

SECTION 3.4 Honorary Members

Honorary membership is conferred for life upon the recommendation and action by the O.N.E.-CT Board of Directors. Once conferred, honorary members may attend O.N.E.-CT business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for the directors or Officers of O.N.E.-CT except as otherwise set forth in these Bylaws.

SECTION 3.5 International Members

International Membership shall be available to professional nurses who have RN licensure in a country other than the United States and who reside permanently outside of the United States. International Members may attend O.N.E.-CT business and educational meetings, are permitted to vote in the meetings of or vote for directors or officers of O.N.E.-CT except as otherwise set forth in these Bylaws. International Members shall not hold office in O.N.E.-CT.

The following guidelines shall pertain to International Members:

- (a) Language: English has been established as the language of the profession by the International Council of Nurses (ICN). Therefore, all communication between International Members located outside of the United States shall be conducted in English.
- (b) All membership and other fees paid to O.N.E.-CT will be calculated and paid in United State currency.

SECTION 3.6 Retired Members

Retired Members shall be any Full O.N.E.-CT Members who are retired from the profession and have maintained O.N.E.-CT membership for a period of five consecutive years prior to their application. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception of holding office in O.N.E.-CT.

SECTION 3.7 Eligibility Status Change

Members who, because of change in position or unemployment, or who do not continue to meet the criteria for Full or Associate membership may extend membership eligibility in their current membership category for two years.

SECTION 3.8 Definitions for the Purpose of Bylaws

For the purpose of these Bylaws, the term “health care institution” is defined as a facility that provides primary care, occupational health care, school health programs, acute care, sub acute care, ambulatory/outpatient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care and/or hospice care. For the purpose of these Bylaws, the term “health care system” includes the multi-institutional system, health care networks, the single hospital multi-corporation, and systems of other health care institutions as defined in this section.

SECTION 3.9 Meetings of the Membership

There shall be at least three (3) meetings annually for the transaction of the business and affairs of O.N.E.-CT. The time and place of the meeting shall be designated by the Board of Directors. One (1) of the three (3) meetings will be the annual meeting.

SECTION 3.10 Notice of Meetings

The membership shall be notified in writing of the annual meeting no less than thirty (30) days prior to the date designated and of other regular meetings no less than thirty (30) days prior to the date designated.

SECTION 3.11 Special Meetings

Special meetings may be called by the Board of Directors of O.N.E.-CT. There shall be at least a seven (7) day notice to the members prior to the call of the special meeting. Such special meetings shall be limited to consideration of subjects listed in the official call, unless it is otherwise ordered by the unanimous consent of the members present.

SECTION 3.12 Order of Business

The agenda of business for annual and other meetings shall be established by the Board of Directors of O.N.E.-CT.

SECTION 3.13 Voting

Each member of O.N.E.-CT who is present at a meeting and in good standing, shall be entitled to one vote. Between scheduled annual and/or mid-year meetings, the Board of Directors of O.N.E.-CT may refer for decision by the membership by mail (including e-mail) vote any issue of importance affecting the organization.

SECTION 3.14 Proxy Voting

Individual members may vote in person or by proxy, executed in writing.

SECTION 3.15 Quorum and Action

A simple majority of O.N.E.-CT members registered for any meeting shall constitute a quorum at any meeting duly convened, and matters submitted to vote shall be determined by majority vote of members present and voting.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1 Eligibility

Each member of the Board of Directors shall be a member in good standing of O.N.E.-CT and AONE.

SECTION 4.2 Composition

The Board of Directors shall consist of a President, President-Elect, Immediate Past President, a Secretary, a Treasurer, two members-at-large, and O.N.E.-CT Committee Chairpersons. The chairperson of the CHA Patient Care Executives Meeting Group and CHA staff consultant for the group shall serve as ex-officio members.

SECTION 4.3 Duties

The Board of Directors of O.N.E.-CT is responsible for the development and implementation of strategies to support the stated purpose of O.N.E.-CT as well as managing organizational operations.

SECTION 4.4 Meetings

The Board of Directors shall meet at least three (3) times annually upon receipt of notice from the President. Any member of the Board, in collaboration with the President, may identify the need to call a meeting.

SECTION 4.5 Vacancies

The President, with the approval of the elected Board members, shall have the authority to fill any vacancy that may occur on the Board of Directors, other than a vacancy in the office of the President-Elect, by appointment of an eligible member of the organization to serve until the next ballot vote of the membership.

The President, with the approval of the Board of Directors, shall have the authority to fill any vacancy that may occur in the Nominating Committee by appointment of an eligible member of the organization to serve until the next ballot vote of the membership.

If the office of the President becomes vacant, the President-Elect shall succeed to the office of President. He/She shall continue to serve as President for the subsequent term.

If the office of both the President and President-Elect shall become vacant, the Board of Directors shall appoint, from the membership of the Board of Directors, a President pro tempore to serve for the remaining portion of the unexpired term. At the next regular

election of O.N.E.-CT, a President and President-Elect shall be elected in accordance with the provisions of the Bylaws.

If the office of President-Elect shall become vacant, the Board of Directors shall direct the Committee on Nominations to prepare a slate of eligible candidates for President-Elect. The ballot shall be mailed to each member and returned to the Secretary within thirty (30) days of mailing.

SECTION 4.6 Conflict of Interest

The presence and/or vote of a Director, who is directly or indirectly a party to a transaction or is a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction.

OFFICERS

SECTION 4.7 Eligibility

Each elected officer of O.N.E.-CT must be a full member in good standing of O.N.E.-CT and AONE.

SECTION 4.8 Officers

The officers of O.N.E.-CT shall be President, President-Elect, Secretary, and Treasurer who shall be elected by members of O.N.E.-CT.

SECTION 4.9 Election and Term

The President shall serve for a term of one (1) year. The President-Elect shall be elected at the annual meeting, immediately assuming the office, and shall serve until the next annual meeting. The President-Elect shall take office as President at the end of his/her term as President-Elect and shall serve until the next annual meeting. The Secretary and Treasurer shall serve staggered two (2) year terms.

SECTION 4.10 Duties

- a. President: The President shall be the Chief Executive Nurse of O.N.E.-CT. The President shall preside at all meetings of O.N.E.-CT and shall serve as Chairperson of the Board of Directors of the organization.

It shall be the President's duty to supervise the activities of O.N.E.-CT, to present an annual report at the annual meeting, and to appoint a Chairperson to standing and special committees as approved by the Board of Directors of O.N.E.-CT and to perform such other duties as may, from time to time, be requested by the Board of Directors. The President or designee shall be the representative to the A.O.N.E. and shall submit a written annual report to the national organization.

- b. President-Elect: The President-Elect shall, in the absence of or incapacity of the President, perform all duties and assume all responsibilities of the President.

The President-Elect serves as chair of the bylaws and regulations committee.

- c. Secretary: The Secretary shall write minutes and make available upon request said minutes within fifteen (15) days following all regular and special meetings of O.N.E.-CT; issue all calls to meetings and perform other routine secretarial functions.
- d. Treasurer: The Treasurer shall maintain financial records of O.N.E.-CT, issue checks on behalf of O.N.E.-CT and report all matters related to the finances in accordance with policies of O.N.E.-CT.
- e. Past-President: The Past-President serves as chair of the nominating committee for a one (1) year term.

SECTION 4.11 Members at Large

Two members-at-large shall serve for a term of two (2) years. Terms at large are arranged so that the term of one (1) member-at-large expires on even years, and the term of the other member-at-large expires on the odd years.

ARTICLE V

COMMITTEES

EXECUTIVE COMMITTEE

SECTION 5.1 Composition

The Executive Committee consists of all elected officers.

SECTION 5.2 Duties

The Executive Committee is responsible for providing overall leadership to the Organization. This committee has the power to transact regular business of O.N.E.-CT between Board meetings as necessary to expedite business, except as limited by bylaws.

SECTION 5.3 Meetings

The executive Committee will meet as needed upon notification by the O.N.E.-CT President.

SECTION 5.4 Quorums

A Quorum is attendance by a simple majority of the Executive Committee.

NOMINATING COMMITTEE

SECTION 5.5 Nominating Committee Composition

The Nominating Committee consists of the Past President and three (3) elected members.

SECTION 5.6 Nominating Committee Duties

It is the duty of the Nominating Committee to prepare a slate of candidates for the annual election and in so doing, give attention to development of a slate that is representative of nursing leadership and the complexity of the health care system in Connecticut.

SECTION 5.7 Bylaws and Regulations Committee Composition

The Bylaws and Regulation Committee is chaired by the President-Elect with an appropriate number of individual members.

SECTION 5.8 Bylaws and Regulations Committee Duties

The duties of the Bylaws and Regulation Committee are to review the Bylaws and Regulations on a regular basis and propose changes that support the purposes of O.N.E.-CT and insure consistency with A.O.N.E.

SECTION 5.9 Designees

The O.N.E.-CT Board of Directors may designate other committees to assist in implementing the goals of the Organization. The President appoints committee chairpersons.

ARTICLE VI

AMENDMENTS

SECTION 6.1 Bylaws

These Bylaws may be amended upon recommendation of the Board of Directors by a two-thirds (2/3) vote of members present and voting at any annual session of the Organization.

SECTION 6.2 Amendments to Bylaws

Amendments to Bylaws may be proposed by petition of at least five (5) members in good standing of the organization. Amendments so proposed shall be filed with the Secretary at least ninety (90) days prior to the annual session.

SECTION 6.3 Notice of Amendments

Notice of proposed amendments shall be sent to all members no less than sixty (60) days prior to the annual session.

SECTION 6.4 Approved Amendments

Amendments to these Bylaws that are approved by the members at any meeting shall become effective immediately following the conclusion of said meeting.

1/11/07

REGULATIONS
OF THE
O.N.E. – CONNECTICUT

Established Pursuant to Authority Granted in the
Bylaws of O.N.E.-Connecticut

ARTICLE I

PURPOSE

SECTION 1.1

The O.N.E.-CT provides a forum for nurses executives and managers to develop and enhance leadership and management skills through education and networking as well as to provide appropriate input in the formation of health care policy on a local, state and national level.

ARTICLE II

MEMBERSHIP

SECTION 2.1

Eligibility requirements and privileges of full membership and associate membership are set forth in the Bylaws.

SECTION 2.2 Establishment of Membership

Upon receipt of appropriate dues and a completed application meeting criteria for membership, Membership Committee reviews application and refers any questions of eligibility to the Board of Directors.

SECTION 2.2.1 Termination of Membership

Resignation. A full member may at any time resign from O.N.E.-CT by notifying the Board of Directors in writing.

SECTION 2.2.2 Suspension or Expulsion

The Board of Directors of O.N.E.-CT may suspend or expel any member for cause, at any time, after being given the opportunity to have a fair hearing before the Board of Directors. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the Board of Directors present and voting.

SECTION 2.2.3 Loss of Eligibility

A full member, who, because of change of position, does not continue to meet the membership criteria in O.N.E.-CT shall be automatically terminated at the end of the year in which dues have been paid. Membership on O.N.E.-CT shall not be transferable to another person.

SECTION 2.2.4 Unemployed Members

An unemployed full member may extend membership eligibility for one year.

ARTICLE III

DUES AND OTHER MONIES

SECTION 3.1

The annual dues for membership in O.N.E.-CT shall be established by the membership at the annual meeting or at a special meeting specifically called for that purpose. Notification of a proposed dues increase will be mailed to O.N.E.-CT members at least sixty (60) days prior to the date of the meeting at which point it will be voted upon.

SECTION 3.2

All dues paid to O.N.E.-CT shall become the property of the Organization to be spent in Accordance with an annual budget approved by the Board of Directors of O.N.E.-CT. No portion of the dues paid by any member shall be refundable.

SECTION 3.3

O.N.E.-CT may accept, retain or retain or expend any funds that may be devoted to further the work or programs of O.N.E.-CT.

SECTION 3.4

O.N.E.-CT shall pay expenses for the President and President-Elect to attend the annual Meeting of AONE up to a combined cap of \$5,000. Other leadership functions may also be approved by the Board of Directors.

SECTION 3.5

Upon dissolution of O.N.E.-CT, and after all debts have been satisfied, the Board of Directors will disperse all monies to the Connecticut League of Nursing and to the Connecticut Nurse Foundation. This donation will be restricted to their respective scholarship funds, in equal amounts.

ARTICLE IV

OFFICERS/BOARD OF DIRECTORS

SECTION 4.1 Officers

The Officers shall be elected in the manner and subject to the terms set forth by the Bylaws.

SECTION 4.2 Board of Directors

The Board of Directors shall be organized and operated according to the terms of the Bylaws.

SECTION 4.3

Definition of a member in good standing is: a member whose dues are current and who has actively participated for one year prior to nomination. Active participation may include, but is not limited to, prior offices held, committee/project work, or attendance at meetings. Other demonstrated nursing leadership activities may be considered for eligibility for nomination.

SECTION 4.4 Conflict of Interest

SECTION 4.4.1

The Directors and Officers shall administer the O.N.E.-CT's business honestly and economically and exercise their best care, skill, and judgment for the benefit of O.N.E.-CT.

The Directors and Officers shall exercise the utmost good faith in all transactions relating to their duties in the O.N.E.-CT. In their dealings with an on behalf of O.N.E.-CT, they are held to a strict rule of honest and fair dealings with O.N.E.-CT. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between O.N.E.-CT's interest and that of the individual.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 5.1

The Executive Committee shall be organized, appointed and shall operate according to the terms of the Bylaws.

SECTION 5.2

All elected positions in O.N.E.-CT shall be eligible for re-election for two (2) consecutive terms, but having served two (2) consecutive terms, such members shall be ineligible for re-election to the Board of Directors of O.N.E.-CT until one (1) year shall have lapsed.

ARTICLE VI

NOMINATIONS AND ELECTIONS

SECTION 6.1 Committee on Nominations

SECTION 6.1.1 Composition

The Committee on Nominations shall consist of three (3) elected individual members and the immediate Past President, who shall be the chairperson. Members of the Committee shall not be eligible to run for office. In the event of a vacancy on the Committee, including the office of Past President, the Board of Directors shall appoint a member in good standing to complete the unexpired term. Elected committee members shall serve for a one-year term.

SECTION 6.1.2 Duties

The Committee on Nominations shall prepare a slate of candidates for President-Elect, three (3) members of the Committee on Nominations, and two (2) members at large in addition to Secretary or Treasurer who was completing term of office as of the approaching Annual Meeting. All candidates must be members in good standing. The list of candidates, together with a resume of the background of each nominee, shall be submitted to the President at least forty-five (45) days prior to the Annual Meeting.

SECTION 6.1.3 Meetings

The Committee on Nominations shall not be required to hold formal meetings but may conduct its business by other means.

SECTION 6.2 Election of Officers and Nominating Committee

SECTION 6.2.1

Elections of Officers and Nominating Committee Members shall be conducted by mail. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, and approved by the Board of Directors, together with a resume of the background and experience of each candidate, shall be e-mailed to each Member of O.N.E.-CT not less than twenty (20) days prior to the Annual meeting; or not less than fourteen (14) days prior to a special meeting.

SECTION 6.2.2

The ballots shall be returned to the secretary. Deadline for a valid ballot is seven (7) days prior to the Annual Meeting.

SECTION 6.2.3

The candidate receiving the greatest number of votes cast for a given position shall be elected to that position.

SECTION 6.2.4

In case of a tie vote, the choice shall be determined by lot at a Board of Directors meeting. The results shall be communicated to the membership of the Organization at the Annual Meeting.

ARTICLE VII

FINANCIAL MANAGEMENT

SECTION 7.1 Financial Plan and Chapter Budget

The Chapter budget and financial plan will be drafted by the Treasurer and President and presented to the Board of Directors for review at least two months prior to the end of the fiscal year. The Board of Directors will amend and approve the budget at least one month prior to the end of the fiscal year in preparation for reporting at the annual meeting.

SECTION 7.2 Financial Records

The Chapter Treasurer will maintain records of all cash disbursements and cash receipts in a standard journal. The Treasurer will maintain a monthly statement of revenue, expenses, and changes in fund balances. A report will be provided to the Board of Directors at each scheduled meeting and to the membership at the Annual Meeting.

SECTION 7.3 Internal Financial Controls

SECTION 7.3.1

A money market account will be maintained with pre-numbered checks. The Treasurer will keep blank checks under lock and key.

SECTION 7.3.2

Checks received will be endorsed at once for “deposit only” and deposited. Checks received will not be cashed.

SECTION 7.3.3

The Treasurer will be the primary signatory on checks. Alternate signatories will be the immediate past President, President, and President-Elect. The Board of Directors must approve any exceptions to this.

ARTICLE VIII

COMMITTEES

SECTION 8.1 Standing Committees

SECTION 8.1.1

The Board of Directors shall, at its first meeting of the year, designate the standing committees, except as otherwise provided by these Regulations or the Bylaws, and shall define the functions of such committees.

SECTION 8.1.2 Standing Committees of the Organization

There shall be five (5) standing committees of the Organization: the Executive Committee, the Nominations Committee, the Program Committee; the Bylaws and Regulations Committee; the Committee on Membership and Marketing; and the Committee on Legislation.

SECTION 8.1.3

If a vacancy should occur, in the standing committees, the President shall fill such vacancy by appointment. All standing committees shall submit annual reports and such interim reports as may be requested by the President.

SECTION 8.2 Program Committee

SECTION 8.2.1 Committee Membership

The composition of the Committee on Program shall include: a chairperson appointed by the President who then serves as a member of the Board, and appropriate number of individual members.

SECTION 8.2.2 Duties

The duties of the Committee on Program shall be to develop programs and activities that promote the purposes and goals of O.N.E.-CT.

SECTION 8.3 Bylaws and Regulations Committee

SECTION 8.3.1 Committee Membership

The composition of the Bylaws and Regulations Committee shall include: President-elect as chairperson and appropriate number of individual members.

SECTION 8.3.2 Duties

The duties of the Bylaws and Regulations Committee shall be:

- Review the Bylaws and Regulations on a regular basis.
- Propose changes as necessary to meet the purposes of O.N.E.-CT
- Review/Propose changes to insure consistency with AONE

SECTION 8.4 Committee on Membership and Marketing

SECTION 8.4.1 Committee Membership

The composition of the Committee on Membership shall include: a chairperson appointed by the President who then serves as a member of the board, and appropriate number of individual members.

SECTION 8.4.2 Duties

The duties of the Committee on Membership shall be:

- Develop and maintain a database of members
- Develop programs to recruit and to retain ONE-CT members
- Explore methods of marketing the Organization
- Implement activities which will enhance the image of nurse leaders and the Organization
- Establish a mechanism for communication regarding activities of the Organization

SECTION 8.5 Committee on Legislation

SECTION 8.5.1 Committee Membership

The composition of the Committee on Legislation shall include: a chairperson appointed by the President who then serves as a member of the board, and appropriate number of individual members.

SECTION 8.5.2 Duties

The duties of the Committee on Public Relations shall be:

- Recommend actions and/or positions on healthcare policy for state and national issues.
- Establish a mechanism for communication regarding legislative activities and issues.
- Collaborate with other organizations and provide expertise and consultation.
- Educate and engage membership in healthcare policy issues

SECTION 8.6 Special Committees

SECTION 8.6.1

Special committees may be appointed by the President for projects as authorized by the Board of Directors.

SECTION 8.6.2

Special committees shall submit interim written reports on their activities to the President, if requested. Upon completion of the project, they shall present a final written report with conclusions and recommendations.

SECTION 8.7 Powers

SECTION 8.7.1

All actions taken and recommendations made by a committee formulated under this section shall be advisory and shall have no effect as an action of the corporation, unless they are formally approved and adopted by the Board of Directors.

ARTICLE IX

PARLIAMENTARY AUTHORITY

SECTION 9.1

The edition of Robert’s Rules of Order New Revised in effect at the question shall govern the proceedings of O.N.E.-CT in all cases not otherwise provided for in these regulations or the Bylaws.

ARTICLE X

AMENDMENTS

SECTION 10.1

These regulations may be amended by the Board of Directors and shared with the full membership at the Annual Meeting.

Regulations-O.N.E.-CT Revised 5/96, 8/07
Bylaws – O.N.E.-CT-Revised 7/96, 8/96, 1/07