

1 **INDIANA ORGANIZATION FOR NURSING LEADERSHIP, INC.**
2 **BYLAWS 2024**

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4 **ARTICLE I – NAME/PURPOSES**

- 5 A. The name of the organization shall be Indiana Organization for Nursing Leadership,
6 Inc. (hereinafter, "IONL" or the "Organization"). The Organization is an Indiana
7 nonprofit corporation and is a mutual benefit corporation as defined by the Indiana
8 Nonprofit Corporation Act of 1991, as amended (the "Act").
- 9 B. The Organization is organized and at all times shall be operated exclusively for the
10 purposes identified in Article II of the Amended and Restated Articles of
11 Incorporation of the Organization, as the same may be further amended and/or
12 restated from time to time (the "Articles"), which article is incorporated in this Section
13 1.B by this reference as if stated in its entirety herein.
- 14 C. Mission: To empower nurse leaders at all levels.

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16 **ARTICLE II – REGULATION**

17 The IONL Board of Directors, hereinafter referred to as the Board, is hereby authorized
18 to develop and implement regulations by which certain internal and external activities of
19 IONL shall be governed ("Rules and Regulations"). The Rules and Regulations shall at
20 all times be subordinate to these Bylaws of the Organization, as the same may be
21 amended and/or restated from time to time (these "Bylaws"). Whenever possible, the
22 terms of the Rules and Regulations shall be construed as consistent with these Bylaws,
23 but if an irreconcilable conflict exists, the terms of these Bylaws shall prevail, and the
24 conflicting terms of the Rules and Regulations shall be construed as void and without
25 effect.

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27 **ARTICLE III – MEMBERSHIP**

28 Section 1 –Membership

29 The Organization has six (6) classes of members. The eligibility requirements for the
30 various classes of members are as follow:

32 A. Full Members
33 To be eligible to be a Full Member, an individual must be a registered nurse and
34 must: (i) Hold or aspire to hold an organizational role in leadership that is
35 accountable for strategic, operational and/or performance outcomes in sites
36 where healthcare is delivered; (ii) Hold a faculty position in a nursing program;
37 (iii) Be a nurse consultant in the healthcare industry; (iv) Be an editor of a
38 professional nursing journal; and/or (v) Be a leader in regulatory or other nursing
39 or healthcare organization

- 40 1. Privileges – Full Members shall have voting rights, are eligible to hold office,
41 may chair and/or serve on committees and may attend social, business and
42 educational meetings.
- 43 2. Restrictions – Full Members have no restrictions.
- 44 3. Dues – Full Members are required to pay dues.

45 B. Student Members

46 To be eligible to be a Student Member, an individual must be a pre-licensure
47 nursing student at an externally accredited school of nursing.

- 48 1. Privileges – Student Members may attend social, business and educational
49 meetings.
- 50 2. Restrictions – Student Members shall have no voting rights, may not hold
51 office and may not chair and/or serve on committees.
- 52 3. Dues – Student members are required to pay dues.

53 C. Retired Member

54 To be eligible to be a Retired Member, an individual must be retired from the
55 Nursing profession and must have been a Full Member of IONL for a period of
56 five consecutive years prior to his or her application for Retired Member status.

- 57 1. Privileges – Retired Members shall have voting rights, may chair and/or serve
58 on committees and may attend social, business and educational meetings.
- 59 2. Restrictions – Retired Members may not hold office.
- 60 3. Dues – Retired members are required to pay dues.

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62 D. Honorary Members

63 The Board may confer Honorary Member status on a past president of the
64 Organization (who is not a Member of another class) or any other individual,
65 whether a nurse or non-nurse, who has contributed significantly to the
66 Organization.

- 67 1. Privileges – Honorary Members may attend social, business and educational
68 meetings.
- 69 2. Restrictions – Honorary Members shall have no voting rights and may not
70 hold office or serve on committees.
- 71 3. Dues – Honorary Members are not required to pay dues.

72 E. Associate Members

73 An individual who is not a registered nurse may become an Associate Member.
74 An Associate Member may be a non-nurse professional or any healthcare
75 consumer member of the corporate or political community who is interested in
76 working towards advancement of the healthcare system driven by the needs of
77 patients. The Associate Member's purposes, goals and initiatives must be
78 consistent with and supportive of IONL purposes, goals and initiatives. An
79 Associate Member must be sponsored by a Full Member, and his or her
80 application must be approved by the Board.

- 81 1. Privileges – Associate Members may attend social, business and educational
82 meetings.
- 83 2. Restrictions – Associate Members shall have no voting rights and may not
84 hold office or serve on committees.
- 85 3. Dues – Associate Members are required to pay dues.

86 F. Industry Partners

87 Industry Partner memberships will include educational institutions, healthcare
88 institutions, and organizations wishing to support the mission and vision of IONL
89 through Industry Partner membership. The amount of dues for all Industry
90 Partners will be determined by the Board of Directors. An Industry Partner must
91 be sponsored by a Full Member. The number of people who will receive mailings
92 from the Organization will be limited to two per industry partner.

- 93 1. Privileges – Industry Partners may attend social, business and educational
94 meetings.
95 2. Restrictions – Industry Partners shall have no voting rights and may not hold
96 office or serve on committees.
97 3. Dues – Industry Partners are required to pay dues.

98 The term “Voting Members” shall refer to the members entitled to vote on a matter at
99 issue, which shall generally be the Full Members and Retired Members.

100 Section 2 – Establishment of Membership

101 Except as otherwise noted in these Bylaws, an individual or entity must apply to become
102 a member of IONL, and the Chief Executive Officer of IONL shall determine whether the
103 individual or entity satisfies the requirements for membership and will be admitted as a
104 member. If there is any question regarding eligibility, the application shall be submitted
105 to the Board for action. The Organization shall maintain a listing of members of each
106 class.

107 Section 3 –Eligibility Status Change

108 In the event that a member ceases to satisfy the applicable requirements of his, her, or
109 its class of membership, the Organization may, in its discretion, terminate the
110 membership, reclassify the member to a different classification of membership for which
111 the applicable requirements are satisfied, or allow the member to remain a member of
112 the same classification for a period of up to two (2) years.

113 Section 4 – Termination of Membership

- 114 A. Any person may resign his or her membership at any time by submitting a written
115 resignation to the president.
116 B. Membership may be terminated by the Board of the Organization for non-
117 compliance with the provisions of these Bylaws or the Rules and Regulations.
118 C. Any member suspended or expelled may be reinstated by the affirmative vote of
119 majority of the Directors and payment of the applicable member dues.

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ARTICLE IV – DUES

Annual dues for individual and industry partner members will be established by the Board of Directors. No portion of the dues shall be refundable if a membership is terminated regardless of the reason thereof.

ARTICLE V – MEETINGS

Section 1 – Annual Business Meeting

There shall be an annual meeting of the Voting Members at such place, date and time as determined by the Board of Directors. Notice thereof shall be given at least thirty (30) days in advance of such meeting. Special meetings of the members may be called with fourteen (14) days prior written notice by the IONL president and the Board of Directors.

Section 2 – Board of Directors

The Board of the Organization shall meet not less than quarterly, and no notice shall be required for any annual or regular Board meeting. Special meetings of the Board of Directors may be called by the president of the Board of Directors or any three Directors by giving at least two days' notice. Notice may be given by electronic communication

Section 3 – Committee Meetings

Committee meetings shall be called at the discretion of the chairperson and notice shall be given to the members prior to the meeting.

Section 4 – Quorum and Action.

A. Board of Directors Meetings

A quorum is required to take a vote on any action of the Board of Directors. A majority of the Directors then in office shall constitute a quorum. Except as otherwise provided in these bylaws, the vote of a majority of the individual Board of Director members present and entitled to vote on a matter at a meeting at which a quorum is present shall be necessary for the adoption of the matter unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Board Members may participate in and act at any meeting of the Board or committee remotely through the use of video or telephonic conferencing or other means which enables all persons participating in the meeting to communicate with one another.

155 B. Member Meeting

156 A quorum is required to take a vote on any action of the Voting Members. Five
157 percent (5%) of the Voting Members shall constitute a quorum. Except as otherwise
158 provided in these bylaws, a quorum of Voting Members must vote and a majority of
159 voting members voting must vote in the affirmative for an action to pass. Proxy
160 voting shall not be permitted.

161 Section 5 - Action Without a Meeting

162 Any action that may be taken at a meeting of the Board or any committee may be taken
163 without a meeting if, prior to such action, a consent in writing setting forth such action is
164 signed by all of the Directors or members of the committee and is filed in the minutes of
165 the proceedings of the Board or such committee. Any such consent shall have the same
166 effect as a unanimous vote.

167 **ARTICLE VI – BOARD OF DIRECTORS**

168 Section 1 – Composition

169 The Board of the Organization shall consist of the president, president-elect, immediate
170 past president, secretary, treasurer, three (3) board members-at-large, the chairperson
171 and vice-chairperson of the Education Committee and the chairperson of the Legislative
172 Committee, and may also include up to two (2) additional Board-appointed
173 representatives. In addition, the Chief Executive Officer and each district president shall
174 be advisory (non-voting) members of the board.

175 Section 2 – Authority and Duties of the Board

176 A. The Board shall have the authority to appoint a qualified Chief Executive Officer who
177 is delegated the authority and responsibility for managing the Organization, including
178 employment of staff and establishment of a compensation plan with appropriate job
179 descriptions.

180 B. The Board shall have authority to set policy per Article II of the Bylaws.

181 Section 3 – Conflict of Interest

182 The Organization has adopted and follows a Conflict of Interest Policy. Each person
183 covered by such Policy will annually complete and sign a Conflict of Interest Disclosure
184 Statement.

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186 **ARTICLE VII – ELECTED OFFICERS**

187 Section 1 – Elected Officers

188 The officers of the Organization shall be the president, president-elect, immediate past
189 president, secretary, treasurer and three (3) board members-at-large. All officers also
190 must be members of American Organization of Nursing Leaders (AONL).

191 Section 2 – Eligibility

192 To be eligible to serve as an officer, an individual must be a Full Member. Additional
193 eligibility requirements for specific offices are as follow:

194 A. President or President Elect:

195 2 years of active service on or to the Board in the past 3 years, to include at least
196 two years of service that required attendance at the Organization’s Board meeting.

197 This would include state committee participation or district leadership (if not as
198 President then verified by the district president).

199 B. Secretary:

200 2 years of active service (participation in local or state organization) in the past 3
201 years, one of which required attendance at the Organization’s Board meetings. This
202 would include state committee participation or district leadership (if not as President
203 then verified by the District President).

204 C. Treasurer:

205 2 years of active service (participation in local or state organization) in the past 3
206 years, one of which required attendance at the Organization’s Board meetings. This
207 would include state committee participation or district leadership (if not as President
208 then verified by the District President).

209 D. Board members-at-Large:

210 Any previous term as District President, Committee chair of IONL, or officer of the
211 Board

212 E. In the absence of the above criteria, as stated in Article VII, Section 2, B, C & D, any
213 current or former officers and members of the Board may submit a recommendation.

214 Section 3 – Election and Term

215 A. A slate of eligible candidates consisting of one candidate/per vacant position shall be
216 prepared by the Governance Committee; shall be submitted to the Board for

217 affirmation; and shall be communicated to each member of the Organization not less
218 than thirty (30) days prior to the Annual Meeting. One of the co-Chairpersons of the
219 Governance Committee will present the slate at the Annual Meeting. Eligible
220 members who are present and consent to serve may be nominated from the floor. If
221 there are two or more candidates for an office, a ballot will be used. The ballots
222 shall be tabulated by the secretary and two (2) other members appointed by the
223 president, who are not officers or candidates for office. Plurality vote shall constitute
224 an election.

225 B. Terms of Office

- 226 1. The term of the Presidency shall be two (2) years.
- 227 2. The President-Elect shall be elected biennial to serve on even years. At the
228 end of a two (2) year term the President-Elect shall become President.
- 229 3. The Secretary shall be elected triennial for a term of three (3) years and for
230 no more than two (2) consecutive terms.
- 231 4. The Treasurer shall be elected triennial for a term of three (3) years and for
232 no more than two (2) consecutive terms.
- 233 5. One board Member-at-Large shall be elected each year to serve one term of
234 three (3) years.

235 C. Officers shall serve from January 1st. Newly elected officers shall be ex-officio
236 members, without vote, of the Board in the interim between election and assuming
237 office.

238 Section 4 – Duties of the Officers

239 A. The president shall be chairperson of the Board and shall preside at Board meetings
240 of the Organization.

241 B. The president-elect shall have all the powers and perform all of the duties of the
242 president in the absence or incapacity of the president. The president-elect shall
243 serve as co-chairperson of the Governance Committee and perform such other
244 duties as may be assigned by the Board of Directors.

245 C. The Secretary:

- 246 1. Oversees minutes of all Board meetings and the Organization's business
247 meetings.

248 2. Oversees an active file on all committee reports.

249 D. The Treasurer:

250 1. Oversees active financial record of Organization's activities.

251 2. Prepares annual proforma budget with the Chief Executive Officer for board
252 and membership approval annually.

253 3. Authorizes expenditures of the Chief Executive Officer.

254 4. Discusses budget variances with the Board.

255 5. Serves as the chairperson of the Finance Committee.

256 E. The Immediate Past President:

257 Shall serve as the co-chairperson of the Governance Committee.

258 F. Board Members-at-Large:

259 1. A board member-at-large is appointed by the president to serve on the
260 Education Committee.

261 2. A board member-at-large is appointed by the president to serve as
262 chairperson of the Legislative Committee

263 3. A board member –at-large is appointed by the president to serve as the
264 chairperson of the Membership Committee

265 Section 5 – Removal

266 Any of the officers designated above may be removed at any time by a 2/3 vote of the
267 Board of Directors, whenever in the judgement of the Board of Directors the best
268 interests of IONL will be served thereby. Any officer shall be removed for losing status
269 as a Full Member or other failure to maintain eligibility for such status.

270 Section 6 – Resignation

271 Any officer may resign at any time by giving written notice to the president; and if the
272 president, by giving written notice to the Board of Directors and the CEO, which
273 resignation shall become effective upon the date specified therein, or if no date is
274 specified therein, upon the receipt of such resignation by the appropriate individuals(s).

275 Section 7 – Vacancy

276 A. If the president shall become unable to perform the duties of that office, the
277 president-elect shall succeed to the office of the president and shall continue to
278 serve as president for the subsequent calendar year. If the president-elect, or if both

279 the president and the president-elect shall become unable to perform the duties of
280 her/his/their offices, the Board of Directors working with the Governance Committee
281 shall as soon as possible but no later than two (2) months from the onset of the
282 vacancy(ies) hold an election (or elections as applicable) to fill the roles in
283 accordance with the provisions of these Bylaws, each newly elected officer to remain
284 in her or his new role for the remainder of the unexpired term.

285 B. In the event a board member-at-large, secretary, or treasurer shall be unable to fulfill
286 the terms of office for which elected, the president shall appoint such replacements
287 as required to complete the unexpired terms.

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ARTICLE VIII – OTHER POSITIONS

Section 1- Additional Board Representatives

290 In addition to the individuals specifically identified as Board Members at Article VI,
291 Section 1 of these Bylaws, the Board of Directors may, at the discretion of the president
292 based on the strategic objectives of the Organization, appoint up to two additional voting
293 Board representatives, each of whom shall serve for a two-year (2) term.

Section 2 – Chief Executive Officer

296 The Organization may employ or otherwise contract for the services of a chief
297 executive officer (CEO), who shall have general supervision and control over all the
298 business and property of the Organization, shall be accountable to the Board of
299 Directors, and shall perform such duties as the Board of Directors may prescribe

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ARTICLE IX – COMMITTEES

Section 1 – Structure of Standing Committees

303 A. In addition to the Executive Committee, the Organization shall have five (5) standing
304 committees, namely the Governance Committee, Education Committee, Legislative
305 Committee, Finance Committee and Membership Committee.

306 B. The chairperson of all committees, except the Governance and Finance
307 Committees, shall be appointed by the Executive Committee, subject to Board
308 approval after the annual meeting. The chairperson and vice or co-chairpersons of

309 standing committees shall be a Full or Retired member in the Organization. These
310 chairpersons will be invited to attend all board meetings.

311 C. The president and chief executive officer shall each be ex-officio, non-voting
312 members of all committees.

313 D. All actions taken and recommendations made by any committee (other than the
314 Executive Committee) shall be advisory and shall not effect as actions of IONL
315 unless they are formally approved and adopted by the IONL Board or granted full
316 authority by the Board of Directors.

317 Section 2 – Special Committees

318 The president may also appoint, at the request of the Board, individual Directors or
319 IONL members to serve on any special committees (a/k/a ad hoc committees) which
320 may be needed or are appropriate in connections with particular matters from time to
321 time. Such special committees shall limit their activities to the accomplishments of the
322 task for which they were created and shall have no power to act except as specifically
323 conferred by the Board of Directors. Upon completion of the task for which appointed,
324 such special committees shall stand discharged.

325 Section 3 – Executive Committee: The Executive Committee shall consist of the past
326 president, president, president-elect, treasurer, secretary and three (3) board members
327 –at-large and the CEO and shall meet at the call of the president. The committee shall
328 have the power to transact all regular business of IONL between Board meetings as
329 necessary to expedite the IONL business, except as expressly prohibited by IONL and
330 these Bylaws. The Executive Committee shall make recommendations to the Board
331 regarding the employment and duties of the chief executive officer and provide
332 oversight and evaluation of the chief executive officer position.

333 Section 4 – Governance Committee: This committee shall consist of the Board
334 president, president-elect and past president and a minimum of two (2) members of the
335 Board of Directors or membership appointed by the Board president. This committee
336 will be staffed by the CEO.

337 A. The committee shall identify and evaluate candidates for president-elect, treasurer,
338 secretary and board members-at-large positions becoming vacant as of the
339 approaching calendar year. Sitting members of the committee may become

340 nominees for office. Geographic location of officers will be considered to provide
341 diverse State representation. Individuals put forward by the committee must be
342 ratified by a vote of the Board of Directors in order to be presented to membership
343 for a final vote at the Annual Meeting of IONL membership.

344 B. The committee shall review the Organization’s Bylaws and present appropriate
345 recommendations for revision to the Board for ratification and then to membership at
346 the Annual Meeting of IONL for approval.

347 C. The committee shall review the Organization’s Rules and Regulations and present
348 appropriate recommendation for revision to the Board for approval.

349 D. The committee shall cultivate and act within American Nurses Association Code of
350 Ethics and practice standards.

351 Section 5 – Education Committee: This committee shall consist of and will be
352 responsible for educational programing. There will be chairperson and a vice-
353 chairperson that will be appointed by the Executive Committee. The committee is
354 composed of a minimum of six (6) members including a board member-at-large, for a
355 two (2) year term. The chairpperson will serve a term of two (2) years starting with an
356 even year and the vice-chairperson will serve a two (2) year term starting with an odd
357 year.

358 A. The duty of the committee shall be to plan and implement any and all educational
359 offerings of the Organization.

360 B. The chairperson and vice-chairperson have voting privileges on the Board.

361 Section 6 – Legislative Committee: This committee is composed of a minimum of four
362 (4) members, for a two (2) year term. The chairperson shall serve a three (3) year term
363 and is appointed by the Executive Committee and has voting privileges on the Board.
364 The duty of this committee is to provide monitoring, communication, and appropriate
365 proactive strategy on legislative matters affecting the health and welfare of the citizens
366 of Indiana.

367 Section 7 – Finance Committee: This committee is composed of a minimum of six (6)
368 members for a two (2) year term. A board member-at-large will also be a member of
369 this committee. The chairperson of this committee is the treasurer of the Organization.

370 A. The duty of this committee shall be to make recommendations to the Board
371 regarding financial matters of the Organization.

372 B. The committee shall oversee and coordinate the Indiana Nursing License Plate
373 Program. The board member-at-large shall serve as the liaison with the Indiana
374 Bureau of Motor Vehicles, review grant and scholarship applications and
375 recommend fund disbursements for approval by the Board.

376 Section 8 – Membership Committee: This committee is chaired by a board member-at-
377 large membership and is composed of a minimum number of four (4) members or at the
378 discretion of the Executive Committee.

379 A. The duty of this committee shall be to develop and execute a strategy for
380 recruitment, retention and engagement of members.

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382 **ARTICLE X – DISTRICTS**

383 The Organization shall divide the state into districts, and each district shall have its own
384 separately incorporated district organization to represent the members of that district.

385 Section 1 – District Meetings

386 Each district organization shall meet not less than quarterly each year.

387 Section 2 – District President or Chairperson

388 Each district organization shall elect or appoint a President or Chairperson by
389 November 1 of each election year.

390 Section 3 – District Bylaws

391 Each district organization shall have a set of District Bylaws. District Bylaws shall not
392 be in conflict with these Bylaws.

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394 **ARTICLE XI – PARLIAMENTARY AUTHORITY**

395 Robert’s Rules of Order, Newly Revised, in effect at the time in question, shall govern
396 the proceedings of the Organization in all cases not otherwise provided for in these
397 Bylaws or Regulations.

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401 **ARTICLE XII – MISCELLANEOUS PROVISIONS**

402 Section 1 – Fiscal Year.

403 The fiscal year of IONL shall end on the last day of December of each year.

404 Section 2 – Checks, Drafts, Etc.

405 All checks, drafts, or other orders for the payment of money issued in the name of the
406 Organization shall be signed by such officer or officers or person or persons, whether or
407 not officers of the Organization, in such manner as shall from time to time be
408 determined by resolution of the Board of Directors.

409 Section 3 – Deeds, Mortgages, Bonds, Contracts or Other Instruments

410 All deeds, mortgages, bonds, contracts or other instruments of the Organization may be
411 signed by the CEO and by such other officer or officers or person or persons, whether
412 or not officers of the Organization, as shall from time to time be determined by
413 resolution of the Board of Directors.

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415 **ARTICLE XIII – AMENDMENT OF BYLAWS AND RULES AND REGULATIONS**

416 Section 1 – Bylaws

417 These Bylaws may be amended at any meeting of the Organization’s members by a
418 majority vote of the Voting Members present at an annual, regular or special meeting at
419 which a quorum is present, provided that the Voting Members have been provided
420 notice of the potential amendment at least thirty (30) days prior to the meeting.

421 Section 2 – Rules and Regulation

422 The Rules and Regulations may be amended at any regular meeting of the Board, a
423 quorum being present, or at a special meeting called for that purpose.

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425 Adopted and ratified the 6th day of June, 1974.

426 Reviewed 09/14/77, Amendments (2) 11/01/79, Amendments (1) 11/01/79,
427 Amendments (2)10/28/80, Revised 10/27/81, Revised 09/29/82, Revised 09/28/83,
428 Revised 09/26/84, Revised 10/25/85, Revised 10/27/85, Revised 05/19/86, Revised
429 09/24/86, Revised 09/09/87, Revised 07/29/88, Revised 05/05/89, Revised 10/03/89,
430 Revised 10/18/90, Revised 10/16/91, Revised 10/14/92, Revised 10/13/93, Revised
431 11/17/95, Revised 10/15/96, Revised 10/21/98, Revised 10/21/99, Revised 10/19/00,

432 Revised 10/09/02, Revised 08/22/06, Revised 10/2007, Revised 7/01/2008, Revised
433 7/31/2009, Revised 7/28/2010, Revised 10/20/2011, Revised 10/24/2012, Revised
434 10/23/2013, Revised 10/22/2014, Revised 10/21/2015, Revised 10/19/2016, Revised
435 10/19/2017, Revised 10/17/2018, Revised 10/17/2019, Reviewed 08/14/2020,
436 Reviewed 10/18/2023. [To be] Revised 10/16/2024.