

**TEXAS ORGANIZATION FOR ASSOCIATE DEGREE NURSING (T-OADN)
BY-LAWS**

Approved January 2009

**ARTICLE I
Name**

This organization shall be known as the Texas Organization for Associate Degree Nursing (T-OADN)

The name of the organization shall officially be abbreviated as T-OADN.

**ARTICLE II
Vision and Mission Statement**

Vision - T-OADN is a state leader and advocate for Associate Degree Nursing.

Mission - T-OADN is the leading advocate for Associate Degree Nursing education and registered professional nursing practice. It promotes collaboration in charting the future of health care education and delivery.

**ARTICLE III
Membership**

Eligibility for Membership

Membership shall be open to individuals and agencies interested in the goals and objectives of the organization.

Membership classification

There shall be the following classes of members:

Individual Members

Individual members are registered nurses who have an interest in associate degree nursing. They shall have all the rights of membership and shall have one vote.

Associate Members

Associate members shall be individuals other than registered nurses who have an interest in associate degree nursing. They shall have all the rights of membership and shall have one vote.

Retired Members

Retired members shall be individuals who have retired from practice. They shall have all the rights of membership and shall have one vote.

Agency members

Agency members shall be composed of colleges, other institutions of higher education and healthcare agencies/organizations that have an interest in associate degree nursing. Agency members shall have the right to appoint up to two delegates to membership meetings. These delegate(s) shall have the right to make motions and vote the equivalent of two total votes. Agency members shall not have the right to hold office.

Dues

Annual dues shall be set by the Board of Directors.

The annual dues shall extend for one calendar year with all members renewing on their anniversary date.

**ARTICLE IV
Officers****Officers**

The officers of T-OADN shall be President, President-elect, Past-president Secretary, Treasurer, Editor of Newsletter, Director-at-Large for Membership and Marketing, Director of Professional Development, and Director-at-Large for Bylaws and Resolutions. A community college president -appointed by Texas Association of Community Colleges (TACC)-shall act as a liaison between TOADN and TACC.

Eligibility

The President, President-elect, Secretary, Treasurer, Editor of Newsletter, Director-at-Large for Membership and Marketing and Director-at-Large for Bylaws and Resolutions shall be elected from the individual and associate membership of this organization. One Director-at-Large shall be a Community College President recommended by the Texas Association of Community College Presidents.

Terms of Office

The President-elect, Editor of Newsletter and Director-at-Large for Membership and Marketing shall be chosen during the odd years. The Secretary, Treasurer, Director-at-Large for Bylaws and Resolutions, and the appointed Director-at Large shall be chosen during the even years. The immediate Past President will serve on the board in an advisory capacity for one year after his/her term of office. All other officers will serve for two years and be eligible for two consecutive elected terms.

Election

The annual election shall be held by mail ballot or electronic ballot. A plurality vote for any office shall constitute the election. In case of a tie vote, the election shall be determined by the Nominating Committee by lot.

Vacancy

In the event of a vacancy in the office of President, the President-elect shall succeed to such office for the unexpired term.

Other vacancies shall be filled by the Board of Directors for the unexpired term.

Board of Directors

The Board of Directors shall be composed of the Officers and Directors. The Board of Directors shall conduct the business of the Organization.

The Board of Directors, with a 2/3 vote, shall have the authority to remove from office in the Organization a Board member or Committee Chair whose actions are not supportive of the

goals of the organization or who does not fulfill the duties of his/her office. Provisions shall be made for a fair hearing and an appeal process.

Quorum A quorum is met with the President, President Elect or Past President plus a simple majority of board members.

ARTICLE V Duties of Officers

President

The President shall preside at all meetings of the Board of Directors and general membership of this Organization and shall represent the organization.

The President shall perform such other duties as ordinarily pertain to this office and as listed in the T-OADN Board of Directors Handbook.

President-elect

The President-elect shall preside in the absence of the President.

The President-elect shall serve in such other capacity as the Board may direct.

The President-elect shall be the liaison between the Board of Directors and the annual convention planning committee.

The President-elect shall perform such other duties as ordinarily pertain to this office and as listed in the T-OADN Board of Directors Handbook.

Secretary

The Secretary shall ensure an accurate record of all business proceedings of the Organization and the Board of Directors.

The Secretary shall perform such other duties as ordinarily pertain to this office and as listed in the T-OADN Board of Directors Handbook.

Treasurer

The Treasurer shall manage the finances.

The Treasurer shall perform such other duties as ordinarily pertain to this office and as listed in the T-OADN Board of Directors Handbook.

Editor of the Newsletter

The Editor of the Newsletter shall be responsible for the newsletter

The Editor shall perform such other duties as ordinarily pertain to this office and as listed in the T-OADN Board of Directors Handbook.

Director-at Large for Membership and Marketing

The Director-at-Large for Membership and Marketing shall be responsible for the Membership and Marketing activities of the organization.

The Director-At-Large for Membership and Marketing shall perform such other duties as ordinarily pertains to this office and as listed in the T-OADN Board of Directors Handbook.

Director-at-Large for Bylaws and Resolutions

The Director-at-Large for Bylaws and Resolutions shall be responsible for bylaws and resolutions of the organization.

The Director-at-Large for Bylaws and Resolutions shall perform such other duties as ordinarily pertains to this office and as listed in the Board of Directors Handbook.

Director-of-Professional Development

The Director-of-Professional Development shall be responsible for coordinating TCCTA activities.

The Director-of-Professional Development shall be responsible for obtaining contact hours for participants of TOADN sponsored continuing education offerings.

The Director-of-Professional Development shall perform such other duties as ordinarily pertain to this office and as listed in the Board of Directors Handbook.

Past President

The Past President shall serve in such other capacity as the Board may direct.

The Past President shall perform such other duties as ordinarily pertain to this office and as listed in the Board of Directors Handbook.

ARTICLE VI Meetings of the Organization

The regular meeting of the organization shall be held annually unless otherwise ordered by the Board of Directors.

Special meetings may be called by the President or the Board of Directors as needed. The purpose of the meeting shall be stated in the call to meeting. At least ten days notice shall be given for any special meeting.

Notice

The Board of Directors shall notify members of meetings 30 days in advance.

Quorum

A quorum shall consist of two (2) officers, including the President or President-elect, and ten percent (10%) of membership.

Meetings of the Board of Directors

Meetings of the Board of Directors shall be convened as the business and development of the organization indicate. Meetings of the Board of Directors shall be no less than twice a year.

ARTICLE VII Committees

The Board shall appoint committees and task forces to carry out the goals of the Organization.

Nominations Committee

Three members shall be elected by ballot for a one-year term. The person receiving the largest number of votes shall be the chairperson.

Nominations and Elections Chair and members shall not hold a position on the T-OADN Board.

ARTICLE VIII Amendments

Revisions/Amendments

The bylaws may be amended at any yearly meeting, by mail, and/or electronic mail by a two-thirds (2/3) of the membership voting. The proposed amendments are to be submitted to the membership thirty (30) days prior to the vote.

These bylaws may be amended without previous notice at any meeting by a 99% vote of all members present and voting.

ARTICLE IX Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE X Indemnification

Every Director and Officer, and such others as specified from time to time by the Board of Directors, shall be indemnified by T-OADN against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of having been a Director or Officer of T-OADN, or any settlement thereof, whether the person is a Director or Officer at the time such expenses were incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE XI Dissolution

This Organization may be dissolved by resolution of the membership passed by not less than two-thirds (2/3) vote of the members responding to a mail vote.

In the event of dissolution of this organization, the Board shall, after paying all liabilities of the organization, dispose of all the remaining assets of T-OADN to the National Organization for Associate Degree Nursing or an organization qualifying under the Internal Revenue Code, pursuant to the language of the Articles of Incorporation.

Approved by Membership 2/21/08