

AAOHN FOUNDATION BYLAWS

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1. Advance the profession of Occupational and Environmental Health Nursing through funding research in occupational and environmental health and safety which impacts the health, safety, and well-being of workers, worker populations and communities;
2. Provide grants and scholarships for the scholastic, career, and professional development of AAOHN members;
3. Encourage publication of scientific studies and reports for the scientific communities and the general public;
4. Engage in all lawful activities consistent with the preceding purposes of the Foundation, and
5. Interface and collaborate with the AAOHN's Board of Directors in the goals and objectives essential to the Foundation's mission.

ARTICLE IV

BOARD OF TRUSTEES

A. Powers:

There shall be a Board of Trustees of the Foundation that shall have oversight responsibility for the management and control of the business, property, and affairs of this Foundation.

B. Governance and Stewardship:

The Board of Trustees is responsible for the integrity of the AAOHN Foundation.

C. There shall be a minimum of seven (7) trustees consisting of AAOHN Board of Directors, and Active, Retired, Affiliate, or Life members of AAOHN.

D. Term of Office:

1) A Trustee may serve three (3) years or until their successor is appointed.

A Trustee may serve no more than two (2) full successive terms as a Trustee, excluding time served as Chair, Vice-Chair and Treasurer

2) An Officer may serve two years or until their successor is appointed.

An Officer may not serve more than two (2) successive terms in the same office.

E. Vacancies:

1) A vacancy in the office of Chair shall be filled by the Vice-Chair.

2) A vacancy in an office without a successor shall be filled in accordance with the nomination and appointment process as defined in Article VI.

3) A Trustee/Officer filling a partial term shall be considered as having served a full term if he/she fills more than 50% of the full term.

F. Compensation:

The Board of Trustees shall not receive compensation for their services as trustees. Trustees may receive reimbursement for expenses and may be engaged to perform other services for the Foundation, as long as the compensation is not excessive or it is not an excess benefit transaction as defined in applicable sections of the Internal Revenue Code.

G. Ex-Officio:

The AAOHN President or designee; and the Executive Director shall serve as non-voting members.

ARTICLE V

OFFICERS

- The Officers of the Foundation shall be a Chair, a Vice-Chair, and a Treasurer.
- The Chair shall:
 - a. Supervise Foundation activities and shall preside at all meetings of the Board of Trustees.
- The Vice-Chair shall:
 - a. Have such powers and duties delegated by the Chair.
 - b. Serve as Chair during the absence of the Chair.
 - c. Serve as Chair of the Nominations Committee.
- The Treasurer shall:
 - a. Perform all duties customarily incident to the office of Treasurer.
 - b. Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation. The Board of Trustees may designate the Executive Director as assistant to the Treasurer to assist with duties.

ARTICLE VI

NOMINATION AND APPOINTMENT

- A. There shall be a Nominating Committee comprised of the Chair, the Vice-Chair, and at minimum one Trustee. The Vice-Chair shall serve as Chair of the Nominating Committee.
- B. The Board of Trustees will finalize the slate of incoming Officer candidate(s) by vote. The Vice-Chair, as Chair of the Nominating Committee, will inform the AAOHN Board of Directors of the final selections of Board Trustees and Officers and provide notification of any vacancies outside of the nomination timeframe.
- C. An Officer or Trustee may be removed by the Foundation Board of Trustees for gross misconduct.

ARTICLE VII

MEETINGS

Meetings:

- A. Regular in person meetings of the Trustees shall be held at least annually (barring natural disaster or occurrence impacting public health, such as pandemic).
- B. The annual meeting will be held during the annual national conference of AAOHN. Meetings of the Trustees must be preceded by at least two (2) days-notice to each trustee of the date, time, and place of the meeting.
- C. Quorum: A majority of the Trustees present at any meeting shall constitute a quorum for purposes of transacting any business of the Foundation. This constitutes at least four Trustees inclusive of the Chair or Vice Chair's presence.
- D. Participation by Alternative Means: Trustees may participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all trustees participating may simultaneously hear and speak all participants during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- E. Special meetings:
 - a. May be called by the Chair if needed.
 - b. Shall be called by the Chair upon written request by at least four (4) Trustees.
 - c. May be held with at least twenty-four (24) hours' notice.

ARTICLE VIII

ADMINISTRATION

The Foundation may contract with AAOHN to provide administrative services. Pursuant to such agreement, the Executive Director or designee shall perform the duties of Secretary, including the notification of meetings, keeping of minutes, reporting, and act as liaison to the Treasurer. The Executive Director shall supervise the administrative operations of the Foundation, manage the staff, and carry out the duties as appropriate in fulfilling the mission, goals, and purposes of the Foundation.

The Foundation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, color, gender, religion, national origin, disability, age, sexual

orientation, marital status, disabled veteran status, and any other quality or characteristic protected by applicable law.

ARTICLE IX COMMITTEES

Appointment: The Chair shall appoint such committees, as the Chair deems necessary to conduct business on behalf of the Foundation. At least one Trustee shall be appointed to a committee. The committees shall automatically terminate upon the expiration of the Chair's term of office.

ARTICLE X GENERAL PROVISIONS

- A. **Contracts:** The Board of Trustees may authorize any officer, Trustee, or the Executive Director to enter into any contract on behalf of the Foundation. Such authority must be in writing.
- B. **Checks, Payments:** All checks, drafts, and other orders for payment of money shall be signed by persons designated by the Board. Such designees include the Chair, Treasurer or Executive Director upon authorization of the Board.
- C. **Gifts:** The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Foundation.
- D. **Records:** These shall be kept at the office of the administrative office of the Foundation. Records of the activities and transactions of the Foundation, including minutes, a copy of Articles of Incorporation, and Bylaws shall be maintained. These records may be kept electronically in a designated location for the Foundation.
- E. **Indemnification:** Trustees shall be indemnified by the Foundation to the fullest extent permitted by the Articles of Incorporation and applicable state law. Proof of this indemnification shall be furnished to all Trustees, officers, employees, or agents of the Foundation upon request.
- F. **Fiscal Year:** The fiscal year shall be from January 1 to December 31.
- G. **Parliamentary Authority:** The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

ARTICLES XI AMENDMENTS

Approval: The trustees may amend the bylaws at any regular or special meeting, prior to which proper notice was given. All revisions to Bylaws and Policies and Procedures Manuals will be reviewed with the Board of Directors of AAOHN.

Revised: August 1, 2022

Approved by AAOHN Foundation Board of Trustees:

Reviewed with AAOHN Board of Directors: