

**BYLAWS
TEXAS ORGANIZATION OF NURSE EXECUTIVES**

TONE's mission:

“TONE is the voice of nurse leaders. TONE advocates for nursing and healthcare issues.”

ARTICLE I

NAME

The name of the corporation shall be Texas Organization of Nurse Executives; hereinafter referred to as "TONE".

ARTICLE II

OBJECTIVES

Within a rapidly changing environment, TONE exists as a forum for nurse leaders to advocate and facilitate the provision of compassionate, effective, and efficient healthcare with an emphasis on Nursing's role in that process.

The objectives shall be:

1. To provide a mechanism for the interchange of ideas and dissemination of information and materials relative to nursing service administration and management.
2. To provide a forum for health care nurse leaders to speak to issues relevant to nursing.
3. To promote educational programs dealing with current issues relevant to nursing administration and healthcare issues.
4. To promote nursing leaders participation in TONE education programs and other professional activities to develop and refine management skills.
5. To work to impact legislative changes that affect health care in the State of Texas.
6. To collaborate with other nursing groups and health care entities to facilitate professional development for the growth and advancement of nursing practice and patient care.
7. To work with the state licensing board and healthcare agencies on legislative changes that affect nursing practice.
8. To participate in the development of standards of nursing practice.

ARTICLE III

MEMBERSHIP

Section 1: ELIGIBILITY

1. Candidates for membership must be currently licensed in the State of Texas as a Registered nurse, the only exception being those with federal government immunity.
 - 1.1 The nurse administrator(s) holding the highest level management position in nursing services or administrative/executive position in a health care organization
 - 1.2 A nurse holding line management positions with operational responsibility, to include, but not be limited to, patient care management, human resource management, and fiscal and material resource management.
 - 1.3 Faculty in graduate nursing administration programs including deans and directors of schools of nursing.
 - 1.4 Entrepreneurs/consultants in nursing administration/management practice.
 - 1.5 Surveyors in a health care regulatory agency.
2. Membership in TONE shall become effective upon approval of the membership committee of the board and payment of dues, if applicable.

Section 2: CLASSIFICATION OF MEMBERSHIP

1. Full Membership:
 - 1.1 Shall consist of Registered Nurse (RN) leaders or aspiring leaders including those RN's who hold or aspire to hold an organizational role of administration/management and are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered.
 - 1.2 Shall be eligible to vote and hold elected office.
2. Associate Membership:
 - 2.1 May be granted to those individuals who are faculty in graduate nursing programs, deans and directors of schools of nursing, independent practitioners/entrepreneurs consultants in health care/nursing administration/practice, employees of health care regulatory and accrediting agencies (The Joint Commission, Texas state health services, etc.), editors of professional nursing journals, directors of nursing agencies and nurses who are students enrolled in a relevant degree programs with a career path in nursing administration.
 - 2.2 Shall be eligible to vote.

3. Honorary Membership:
 - 3.1 Shall be granted to past presidents and charter members leaving active service in nursing and persons of distinction as approved by the Board.
 - 3.2 Shall pay no dues.
 - 3.3 Shall not be eligible to vote or hold elected office.
 - 3.4 May represent TONE on state or local committees as approved by the Board.
4. Affiliate Membership:
 - 4.1 Shall be granted to a healthcare consumer, member of the corporate or political community, or surveyors in a healthcare regulatory agency who is interested in working towards advancement of a healthcare system driven by the needs of the patient.
 - 4.2 Shall not be eligible to vote or hold elected office.
5. Retired Members:
 - 5.1 Shall be any Full TONE Member who is retired from the profession and has maintained TONE membership for a period of five consecutive years prior to their application.
 - 5.2 Shall be entitled to all rights and privileges of a Full Member with the exception of holding office at the national level.

Section 3: VOTING

1. Each full and associate member shall be entitled to vote in the election of officers and members of the board and for any other matter presented to the membership for vote.
2. Honorary, affiliate and retired members have no voting privileges.

Section 4: TERMINATION

1. Failure to pay dues results in cancellation of membership.

ARTICLE IV

MEETINGS

Section 1: ANNUAL MEETING OF MEMBERSHIP

- 1.1 There shall be at least one annual meeting. The official fiscal year for TONE is September 1 – August 31.

- 1.2 The time and place of the annual meeting shall be determined by the Board.
- 1.3 The secretary shall send a notice of the annual meeting to members not less than ten (10) days nor more than sixty (60) days prior to the meeting.
- 1.4 The past presidents of TONE shall be invited to participate.

Section 2: MEETINGS OF THE BOARD

- 2.1 The Board shall meet at least four times a year, which may include conference calls, upon receipt of notice.
- 2.2 The president may schedule additional meetings.
- 2.3 The past presidents of TONE shall be invited to participate.
- 2.4 The TONE Board of Directors will execute an annual self-evaluation at the annual meeting.

Section 3: QUORUM OF THE BOARD

- 3.1 A quorum shall be no less than 30% of the voting members.
- 3.2 In all instances where these bylaws contain language for voting, notification, and communications, the Board of Directors may utilize electronic means when deemed appropriate.
- 3.3 In managing conflict of interest during quorum determination and voting situations, the presence and/or vote of a Director who is directly or indirectly a party to a transaction or 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.

Section 4: RULES OF PROCEDURES

When an order is not so provided and when it is not otherwise provided for in these bylaws, meetings shall be governed by *Sturgis Standard Code of Parliamentary Procedure*, 3rd Edition.

Section 5: TRAVEL

Travel expenses incurred by members for any TONE activities including board, chapter, and educational meetings, shall not be reimbursed by TONE unless approved by the Board.

ARTICLE V

OFFICERS AND DIRECTORS

Section 1: ELIGIBILITY

Each elected Officer or Director shall be a member in good standing. The President and President-elect must meet eligibility criteria per Article III, Section 1. 1.1.

Section 2: OFFICERS

The Officers shall be: President
President-elect
Past President
Secretary
Treasurer

Section 3: BOARD

- 3.1 There shall be a Board consisting of the current President, President-elect, immediate Past President, and one director from each of the eight (8) districts as defined by the Texas Hospital Association (THA), and the President of each TONE Board-approved affiliated chapter, or his/her designee.
- 3.2 Board members will reside within the district that they represent.
- 3.3 At least eighty (80) percent of the Board members must be Full Members as defined by Article III, Section 1.1 and 1.2.
- 3.4 The AONE Region 7 Representative will be an Ex-Officio TONE Board Member.
- 3.5 A representative of the THA Office of General Counsel will be an ex-officio member of the Board. THA counsel will attend Board meetings, assist in the development of position papers, and provide information on pending legislative issues.

Section 4: ELECTION OF OFFICERS AND DIRECTORS

- 4.1 A President-elect shall be elected for a two-year term and shall serve as President in the subsequent years.
- 4.2 The nominating committee shall prepare a slate of officers for President elect and Directors. The election shall be conducted by ballot. The slate listing the names of eligible candidates, together with the background information on each candidate shall be distributed to each member not less than thirty (30) days prior to the annual meeting. The ballot shall be returned to the Secretary. The votes shall be tabulated by the Secretary and reported to the Board. The results of the election shall be communicated to the membership.

4.3 Non-board members may be elected as Officers of the Board.

Section 5: TERMS OF OFFICERS AND DIRECTORS

1. OFFICERS

All Officers shall serve for a term of two years.

2. DIRECTORS

2.1 Directors shall serve for a term of two years and shall take office at the beginning of the fiscal year.

2.2 A member may serve consecutive terms on the Board.

2.3 Directors of Districts 1, 3, 5, and 7 are elected in the uneven years and Directors in Districts 2,4,6, and 8 are elected in the even years.

2.4 Four (4) members-at-large may be appointed at the discretion of the Board.

Section 6: DUTIES OF OFFICERS AND DIRECTORS

1. PRESIDENT. The President shall be the chairman of the Board.

2. PRESIDENT- ELECT. The President-elect shall, in the absence of the President, perform all duties and assume all responsibilities of the President. He/she will conduct an orientation for new Board members.

3. PAST PRESIDENT. The Past President shall remain on the Board for two years, and serve as Chairman of the Committee on Nominations.

4. TREASURER. The Treasurer shall review and oversee expenses and TONE financial position and financial records.

5. SECRETARY. The secretary shall prepare the minutes for inspection, record attendance and shall perform such other duties as maybe necessary to coordinate and advance TONE objectives.

6. BOARD

6.1 The Board shall have authority to make policy decision to: carry on the business of TONE; establish rules and procedures for the Board and TONE; approve or disapprove reports, resolutions or actions of officers and committees; approve an annual budget; chair committees, and approve committee membership; and review the Bylaws annually.

6.2 If a Board member misses more than 50% of the meetings annually she/he may be dropped from the Board and replaced upon recommendation of the TONE Board.

- 6.3 TONE District Board Members shall be ad hoc board members of the chapter(s) within their district.
- 6.4 A TONE Director may resign at any time by giving written notice to the TONE President. The resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon the receipt of such resignation by the TONE President.
- 6.5 Any Elected Director may be removed at any time, with cause, by a 2/3 vote of the TONE Board of Directors. Removal shall be either automatic or discretionary. Automatic removal shall be effected if a Director loses his/her license to practice, or moves out of the TONE Region from which he or she was elected, but only if such relocation occurs when more than half of the elected Director's term remains to be served. Discretionary removal may be exercised against Directors who have demonstrated an inability or unwillingness to carry out and facilitate the approved policies and purposes of TONE or who have resigned or been removed as TONE Officers.

Section 7: VACANCIES

If the President is unable to fulfill the term of office of the President, the President-elect shall act as President. If the President-elect is unable to fulfill the term of office of the President-elect, a special election shall be held to select a President-elect to serve for the remaining portion of the unexpired term and the succeeding term. If time precludes a special election, the Board shall appoint a President-elect from the Board to serve for the remaining portion of the unexpired term.

If a Director is unable to fulfill tenure of office, the Board shall appoint a Director from the membership of that district, to serve for the remaining portion of the unexpired term.

ARTICLE VI

COMMITTEES

Section 1: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Past President, the Treasurer and the Secretary, so long as each remains a Director, and shall meet at the call of the President. The Committee shall have the power to transact all regular business of the TONE between Board meetings as necessary to expedite the TONE business, except as expressly prohibited by TONE and these Bylaws.

NOTE: ADVISORY ACTION. All actions taken and recommendations made by the Nominations Committee, Standing and Special Committees shall be advisory and shall have no effect as actions of the TONE unless they are formally approved and adopted by the TONE Board of Directors or granted full authority by the Board of Directors.

Section 2: NOMINATIONS COMMITTEE

1. COMPOSITION. Members of the Committee on Nominations shall include the immediate Past President, the current President and the President-elect. The Past President shall automatically be the Chairperson. He/she shall call the appointed district representative for candidate input. Members of the Committee shall not be barred from becoming nominees for office.
2. DUTIES. The Committee on Nominations shall prepare a slate of candidates for President-elect and Directors and other Officers whose terms expire.
3. MEETINGS. The Committee on Nominations shall hold one meeting (may be by conference call), to prepare a slate of candidates. Other business may be conducted through other communications.
5. NOMINATIONS. Nominations in the form of a slate shall be presented to the membership no less than thirty (30) days prior to installation of officers.

Section 3: STANDING COMMITTEES

Standing committee appointments shall be approved by the Board at the first board meeting, following the annual meeting. The Board shall:

- Designate the standing committees except as otherwise provided by these bylaws;
- Define the function of such committees;
- Appoint chairpersons of standing committees.

1. COMMITTEE ON EDUCATIONAL PROGRAMS AND ANNUAL MEETING

- 1.1 Develop programs and activities to promote optimum nursing service administration and management in hospitals.
- 1.2 Plan for TONE's annual meeting.
- 1.3 Coordinate with chapters for educational programs.
- 1.4 Present written report on committee actions to give at annual meeting.
- 1.5 Ways and Means (Subcommittee of Education Committee) -Evaluate and pursue mechanisms to solicit sponsorship for educational offerings or special projects as designated by the Board. Develop fund raising efforts to support education for nursing executives and managers. Target specific sponsors for each workshop by developing workshops in advance.

2. MEMBERSHIP COMMITTEE

- 2.1 Shall be composed of the Board and be chaired by a Board member appointed by the President.

- 2.2 Make recommendation for retention and recruitment of members.
- 2.3 Communicate with members to identify newly eligible members and review current membership distribution by districts.
- 2.4 Present written annual report on committee actions, to give at annual meeting.

3. BYLAWS COMMITTEE

- 3.1 Review bylaws and make recommendations for revision to the Board on an annual basis.
- 3.2 Communicate proposed revisions to the bylaws to the Board in writing.

4. LEGISLATIVE COMMITTEE

- 4.1 Serve as initial group to help formulate position statements which impact both nursing and health issues, after discussions with representative sampling of TONE members.
- 4.2 Serve as initial contact advisors for the agency contracted to manage TONE to consult/collaborate on legislation that affects nursing/healthcare.
- 4.3 Disseminate information concerning advocacy issues to general membership.
- 4.4 Serve as resource to provide expert testimony at federal and state legislative and regulatory hearings.
- 4.5 Collaborate with other professional nursing groups and health care entities on issues affecting nursing/health care.
- 4.6 Membership includes, but is not limited to, the President and President-elect.
- 4.7 Present written report on committee actions to give at annual meeting.

Section 3: SPECIAL COMMITTEES

Special committee members may be appointed by the president for special projects or functions as authorized by the Board.

- 3.1 An Historian is appointed from the membership by the President.

ARTICLE VII

CHAPTERS AND AFFILIATIONS

Section 1: CHAPTERS

- 1.1 The Board of TONE may authorize the establishment of Chapters. The primary objective of these Chapters is to participate in policy information and to provide a forum for special interest groups to advocate and seek support within the organization structure of TONE.
- 1.2 A Chapter will be activated and organized when the TONE Board approves and confirms that (1) the Chapter bylaws are consistent with TONE and (2) all members of the Chapter hold an active membership in TONE.
- 1.3 The President of the Chapter may serve on the TONE Board, subject to the TONE Board of Directors approval. Chapters with more than 100 members may have one (1) additional TONE Board member.
- 1.4 Each Chapter will meet at least annually and a report will be presented to the TONE Board by the President or designee of the affiliate Chapter.

Section 2: AFFILIATIONS

- 2.1 TONE may enter into an agreement of affiliation with a national, state, or local organization under provisions determined and prescribed by the Board of TONE.
- 2.2 TONE is affiliated with:

AONE - American Organization of Nurse Executives

THA - Texas Hospital Association.

ARTICLE VIII

CONFLICT RESOLUTION

In the event the TONE Board, officers or employees desire to take a public position with potential for conflict with THA's mission, purposes or policies, the THA Board of Executive Committee will meet with the TONE Board or Executive Committee to resolve the differences. If resolution cannot be reached, in announcing its position, TONE will indicate that it is in conflict with THA on the matter and does not speak for or act on behalf of THA. In the rare instance when TONE's desired position will seriously undermine THA's efforts on behalf of THA's members or is part of a pattern of frequent conflict with THA, the THA Board may request that TONE, as an affiliate of THA, not take the disputed position.

ARTICLE IX

DUES

Rate of Dues. Annual dues to the members of TONE shall be determined by the Board. The rate shall be reviewed annually.

ARTICLE X

AMENDMENTS

These bylaws may be altered, amended or repealed by a vote of the Board. Prior to such vote, the proposed changes will be published in the TONE TIMES for review by the membership for comment to the district Board representative. Amendments may be proposed by any member of the Board.