



Oregon Holistic Nurses Association

Bylaws

ARTICLE I – NAME

The name of this organization shall be Oregon Holistic Nurses Association, hereafter referred to as OHNA.

ARTICLE II – BUSINESS OFFICES:

1. OHNA does not have a principal office of business.
2. The Governing Board may, from time to time, designate a principal office of OHNA in any location in the future as meets the needs of doing business.

ARTICLE III - MISSION STATEMENT & GOALS

Section 1: Vision and Mission Statements

Vision: To foster connection and visibility as a bridge of holism for the health care community

Mission: To create an environment of collaborative opportunities that promote empowerment, support, self-care and education for holistic nurses and other healing practitioners

Section 2: Goals

1. Encourage the efforts of members to reach a state of harmony among body, mind, emotions and spirit.
2. Create opportunities to facilitate networking among holistic practitioners.
3. Promote and support holistic educational programs
4. Educate nurses and allied health practitioners on holistic modalities and principles

Section 3: Core Values

1. Respect – Honoring individual ideas, needs and differences with kindness
2. Integrity – Heart-centered alignment of actions and words
3. Sustainability – Fiscal and resource

4. Collaboration – Coming together to achieve our goals
5. Inclusiveness – Encouraging a variety of perspectives and experiences
6. Adaptability – Embracing change on the forefront

ARTICLE IV- MEMBERSHIP

Section 1 - Membership

1. The Governing Board shall have final authority on any special issue regarding membership eligibility
2. OHNA shall make no distinctions related to gender, age, race, creed or national origin, marital status, religion, sexual orientation or physical challenges
3. Annual membership shall be granted to individuals with an interest in furthering the advancement of holistic health practices.
4. All categories of membership shall have voting rights
5. Categories of Membership:
 - a. **Active Member** –one who holds a current license to practice as a Registered Nurse (RN) or as a Licensed Vocational/Practical Nurse (LVN/LPN)
 - b. **Associate Member** –one who is a holistic health practitioner and not a licensed nurse, including student nurses
 - c. **Honorary Member**—OHNA Governing Board may designate or award honorary membership to an individual whose contributions to OHNA and the practice of holism are worthy of recognition and reward. Honorary Members have no requirement to pay dues, as determined by the Governing Board.
 - d. **Advisory Member** – All past OHNA Directors are considered Advisory Members. Advisory Members are not members of the Governing Board, but may make themselves available as a resource for the Governing Board to call upon as needed.
6. Ethical Expectations of Membership
 - a. To maintain membership in good standing, members must:
 - 1) Remain current with dues
 - 2) Maintain high personal and professional integrity
 - 3) Adhere to the ethical standards specified by the respective licensing and certification boards
 - 4) Honor the importance of the Association’s goals
7. Termination of Membership
 - a. A person’s membership may be terminated by action of the Governing Board for:
 - 1) Failure to pay dues
 - 2) Behavior not in keeping with the stated purposes of, and expectations for membership
 - b. Any member against whom such action is taken shall have the right for a full hearing before the Governing Board.
 - c. The Governing Board decision-making process will be used for expulsion (proxy votes are acceptable).

Section 2 – Dues

1. Dues shall be established, revised and posted by the Governing Board.
2. Dues shall be payable annually at a time determined by the Governing Board.

ARTICLE V – GOVERNING BOARD

Section 1: Governing Board Offices

1. The Oregon Holistic Nurses Association (OHNA) Governing Board will consist of not more than seven members.
2. The Governing Board shall be the Director, Treasurer, Secretary, Communication Coordinator, Conference Coordinator, and Directors-at-Large as determined by the Governing Board.
3. Eligibility requirements - individuals:
 - a. Must be a current member
 - b. Should be computer literate with access to the Internet
 - c. Must be able to meet the time and travel commitments of the office
4. Preferred Qualities of Board Members
 - a. Have good communication skills
 - b. Previously have demonstrated leadership and team building skills
5. It is understood that the Governing Board may waive any single qualification to hold office with the agreement and vote of the majority of the board members.

Section 2: Terms of Office

1. Elections for the Governing Board shall be held at a time and place designated by the Board. This may be modified by the Board to accommodate the needs of OHNA.
2. The terms of all offices shall begin in January following the annual meeting.
3. The term of office for Director shall be three years. More than one term may be served consecutively.
4. The term of office for Secretary and Treasurer shall be two years. More than one term may be served.
5. The term of office for the Conference Coordinator shall be three years. More than one term may be served.
6. The term of office for the Communication Coordinator shall be two years. More than one term may be served.
- 7.
8. The term of office for Directors-at-Large shall be two years. The Governing Board may extend this term at its discretion to allow Directors-at-Large to complete projects.
9. New officers will be selected through a nominating committee and presented to the general membership for a vote.
10. Any concerns regarding the performance and/or participation of a new officer or director can be brought to the board.

11. Officers may be dismissed at any time, with or without cause, at a meeting called for the purpose of removing that individual by a majority vote of the Governing Board then in office. Reasons for cause of removal may include:
 - a. Absence from two consecutive meetings of the Board
 - b. Consistently failing to respond to correspondence in a timely manner
 - c. Failing to act in a responsible manner in fulfilling the duties and obligations of their position
 - d. Inappropriate conduct, including harassment of any nature, threatening or abusive language, intimidating or threatening behavior, degrading or demeaning comments

Section 3: Responsibilities of Elected Officers

All elected officers are expected to attend board meetings and the annual meeting.

1. Director:

- a. The Director is the chief executive officer and chief administrative officer and shall be responsible for the following:
 - 1) Presiding at and preparing the agenda for all meetings of the Governing Board and the annual meeting of OHNA. The President shall be the Ex-Officio member of all committees of OHNA and while serving on the committee shall have voting rights on said committee.
 - 2) Appointing, with approval of the Board, any position for office deemed necessary to maintain the proper function of the business of OHNA.
 - 3) Approving all expenditures up to \$500. Expenditures over \$500, whether recurring or not, must be approved by the Board of Directors.
 - 4) Such powers as are necessary for the supervision and functioning of OHNA as prescribed by the Governing Board within the scope of the bylaws of OHNA.
 - 5) Submitting reports as determined by the Board and an annual report at the general membership meeting.
 - 6) Conducting days-to-day business affairs of OHNA in cooperation with the Governing Board.
 - 7) Appointing representatives for special projects with the approval of the Governing Board.
 - 8) Representing the organization before other groups or agencies or delegates to designated members.
- b. In the event that the Director becomes incapacitated or otherwise unable to fulfill his or her duties, the Secretary shall become acting Director and shall call a special meeting for the purpose of appointing a Director and Secretary (if needed) to serve until the original Director returns or to fulfill the remaining term.

2. The Secretary shall be responsible for the following:

- a. Recording (or appointing a designee) and maintaining copies of OHNA meeting minutes, including all committee meetings. If a designated member records the minutes, that individual will be responsible to forward the minutes in typewritten form to the Secretary
- b. Maintaining a current file of policies, procedures and correspondence, as applicable.
- c. Being the custodian of the permanent records of OHNA, including the CNE contact hour records for the California Board of Registered Nursing for the duration of their term.
- d. Passing all minutes/education records to the successor at the end of term of office.

- e. Making all OHNA records available for review as required by law or by the policies and procedures adopted by the Governing Board.
 - f. Reporting annually on activities of the OHNA as designated by the Governing Board.
 - g. Acting in the role of Director in the event the Director becomes incapacitated. See Article V Section 3 Item 1.b.
3. The **Treasurer** shall be responsible for:
 - a. Maintaining and overseeing the financial activities and records of OHNA.
 - b. Preparing and presenting periodic and/or annual reports on the financial status of the OHNA to the Governing Board.
 - c. Preparing and filing, or arranging with Governing Board approval for preparation and filing, of all tax information filings required by the IRS, state and local agencies.
 - d. Arranging to have the financial books of OHNA audited annually by an independent CPA firm, as approved and directed by the Governing Board.
 - e. Publishing the annual financial report for the membership.
 - f. Such other responsibilities and powers as directed by the President and/or the Governing Board.
 - g. Passing all financial records to the successor in good order at the end of term of office.
 4. **Communication Coordinator** shall be responsible for:
 - a. Preparing and publishing an e- newsletter as agreed by the Governing Board.
 - b. Coordinating public communication information: facebook, e-newsletter, website, etc, as directed by the Governing Board.
 5. **Conference Coordinator** shall be responsible for:
 - a. Organizing the OHNA Annual Conference.
 - b. Ensuring compliance with California BRN Continuing Education Provider license regulations.
 - c. Heading the Conference Planning Committee
 - d. Reporting conference planning progress to the OHNA board who must give final approval before a commitment is made to presenters.
 6. **Directors-at-Large** shall be responsible for:
 - a. Performing duties as assigned by the Governing Board

Section 4: Responsibilities of the Governing Board

1. The Governing Board shall oversee the administrative business and carry out the policies of OHNA including:
 - a. Contracting on behalf of OHNA
 - b. Entering into legal agreements
 - c. Creating committees
 - d. Appointing and removing chairpersons of committees
 - e. Approving the budget
2. Consider amendments to the bylaws and determine their adherence to the purposes of OHNA
3. Maintain the integrity and confidentiality of member mailing list.
4. Have other power and authority as is necessary for the proper functioning of OHNA within the scope of the bylaws.
5. Authorized signer(s) for OHNA business are designated as the Director, Secretary and/or Treasurer.

ARTICLE VI – MEETINGS

Section I: Annual Members Meeting

1. OHNA shall convene a meeting for the general membership annually at a place and time to be determined by the Governing Board.
2. Notice shall be made to each voting member of record at his/her last known address and/or e-mail address no less than thirty (30) days prior to the annual meeting.
3. All issues other than bylaws changes and elections of directors and officers shall be by voice or ballot vote at the discretion of the Board and will be decided by a simple majority of those members present at the meeting.

Section 2: Meetings of the Governing Board

1. Supporting Agreements for meeting conduct build safety, model collaboration and establish agreements. OHNA Governing Board members agree to adhere to the following in order to support a holistic influence:
 - a. Confidentiality creates sacred space and safety
 - b. Have a bias for wholeness and balance
 - c. Be at choice – omit ‘should’
 - d. Focus on what we want rather than what we don't want
 - e. Have faith in the process and expect the best
 - f. Hold each other whole, creative, resourceful
 - g. All ideas are valid
2. The Governing Board shall hold a **Board Meeting** at least annually. If agreed upon by all members, the meeting may be made by telecommunication at a mutually acceptable date and time.
3. No meeting shall be held without the Director in attendance.
4. Decisions shall be made by consensus unless issue is time sensitive, wherein it is agreed a majority vote will be held. (Exception: Making an amendment to the bylaws (see Article XI)
 - a. Consensus is defined as agreement to support the decision of the Board whether individual agrees or not. If Board cannot come to consensus, members will continue to talk, gather more information, etc., until consensus can be reached.
 - b. If, after two months, consensus has not been reached, or in the case of a time sensitive matter, a majority vote may occur as long there is a quorum present
5. A quorum shall consist of a simple majority of the members of the Board and is necessary to conduct business.
6. **Special meetings** may be called at any time by the Director or any two Governing Board Members, providing all members of the OHNA Governing Board are notified of time, place and purpose of the meeting within seven (7) days of the meeting.
7. Communications via email are not considered meetings unless agreed so by the parties involved ahead of time.

ARTICLE VII – ELECTIONS AND VOTING

Section 1 - Nominations

1. The Nominating Committee will be appointed by the Governing Board and consist of one Board Member and three general members.
2. The Nominating Committee shall elect its chairperson.
3. The Nominating Committee chairperson will report to the Director.
4. The election of officers of the Governing Board will be held annually as needed to fill positions and as prescribed by the bylaws.
5. The Nominating Committee shall be responsible for:
 - a. Calling for candidates. This notice will be placed in the newsletter and on the OHNA website.
 - b. Receiving all qualified nominations for those positions opened in the upcoming election.
 - c. Preparing and publishing a ballot containing all qualified nominees for each elective office to be filled.
 - d. Counting and recording the votes received following the stated voting deadline and shall notify the Governing Board of the results.

Section 2 – Elections

1. Election of Governing Board officers shall be through ballots prepared by the nominating committee.
 - a. A ballot shall be sent to each voting member of record at his/her last known physical address and/or email address, as determined by the Board, within two months of the annual meeting.
 - b. A voting member shall have one full vote for each position up for election, cast either by post or electronically, as determined by the Board.
 - c. The candidate receiving the largest number of votes shall be elected.
 - d. In the event of a tie, the Governing Board will determine the appropriate means of resolving the tie.
 - e. The term of office begins in January following the election.
2. The Director, or his/her designee, shall notify the winners of the election and publish the voting results in the next OHNA publication and on the website.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees

1. Standing committees shall be those determined by the Governing Board and include the Conference Planning Committee/Team.

Section 2 – Special Committees

1. Special committees are appointed by the Director and approved by the Governing Board. They shall serve until their specified task is completed or until they are discharged.

ARTICLE IX – COMPENSATION

Salaries or other compensation for any officer, director, employee or independent contractor shall be approved in writing at a duly held meeting of the Governing Board.

ARTICLE X – General Provisions

Section 1 – Fiscal Year

1. The fiscal year shall be from October to September.

Section 2 – Conflict of Interest

No member of the Governing Board, principal officer, or member of a committee with governing board delegated powers may vote on any matter in which they have a personal, financial or other conflict of interest. Such person has a responsibility to alert the Board to any conflict before a vote is taken.

Section 3 – Dissolution of OHNA (note: this section superceded by Addendum A as required per application for 501(c)(6) status September 5, 2013)

1. Voluntary dissolution of OHNA must be approved by the Governing Board and membership. A call for a special meeting of the voting membership is required by the Director for the purpose of dissolution of OHNA at least thirty (30) days in advance of the meeting.
2. The dissolution requires at least three-fourths vote of the Board and at least three-fourths vote of the voting membership in attendance at the special meeting. The resolution to dissolve OHNA is preceded by a preamble, followed by a motion and vote to rescind the bylaws. The notice of dissolution of OHNA, including its reason, shall then be sent by post to all members of record.
3. Upon dissolution, the Governing Board will assure that all debts are paid and all assets of OHNA are distributed to a non-profit organization exempt under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal, state or local government for a public purpose.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

1. A voting member of OHNA may move to amend the bylaws by submitting such a motion in writing to any Board member at least two months prior to a Board meeting.
2. Upon receipt of a motion to amend the bylaws, the Governing Board will act on the motion and, if passed by a three-fourths vote of the board, it will go to the general membership. The motion must be approved by at least two-thirds of the voting members present at the annual meeting voting in the affirmative.
3. Notwithstanding Article XI, 2, the bylaws may be amended by unanimous approval of the Governing Board without going to the general membership for approval.
4. The bylaws shall be reviewed as needed by the OHNA Governing Board. They may be amended at the annual Governing Board meeting. All proposed amendments must be submitted in writing to the Director thirty (30) days prior to the scheduled meeting.

**Addendum A: Attachment to Oregon Articles of Incorporation – Non-Profit
Article 8 - PUBLIC BENEFIT 501(c)(3) INFORMATION**

The purpose or purposes for which the corporation is organized are as follows:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.