



THE PENNSYLVANIA ORGANIZATION OF NURSE LEADERS RESTATED BYLAWS

ARTICLE I

NAME

This Corporation shall be known as The Pennsylvania Organization of Nurse Leaders hereinafter referred to as PONL, a Pennsylvania nonprofit corporation.

ARTICLE II

VISION AND MISSION

The vision of PONL is to be “the voice of nursing leadership in Pennsylvania”.

The mission of PONL is to “advance contemporary nurse leadership through advocacy, professional networking, education and implementation of the Institute of Medicine – The Future of Nursing Report recommendations”.

ARTICLE III

PURPOSE AND STRUCTURE

PONL will monitor, review, and respond to regulatory and legislative developments within the healthcare environment. It will recommend policies, programs, and activities within its area of interest. Comments and statements will be issued with Board of Directors approval.

PONL represents nurse leaders throughout the Commonwealth of Pennsylvania. To facilitate representation of all areas, networking and face to face participation in education and other membership activities, the Commonwealth is divided into five (5) designated regions.

The designated regions of PONL are:

- Eastern
- North West
- South Central
- South East
- South West



ARTICLE IV

MEMBERSHIP

1. Membership

Membership in PONL is open to Registered Nurse leaders *or* aspiring leaders, who hold *or* aspire to hold an organizational role in administration or management who are accountable for strategic, operational and/or performance outcomes in settings where health care is delivered. Membership in PONL is also extended to previous PONL Members who are currently unemployed or have retired, Registered Nurse students in a graduate nursing program, Registered Nurses practicing in specialty roles that support strategic, operational and/or management outcomes in organizations focused on health care; faculty in graduate and undergraduate nursing programs, including deans and directors; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; and, editors of professional nursing journals.

Members are entitled to be nominated for, and hold, any elected position within PONL. However, any elected officer must be an active member of the American Organization of Nurse Executives. Members are entitled to vote on any business that comes before the general membership, including but not limited to: amendments to PONL Bylaws, any increase or decrease in membership dues as proposed by Board of Directors, and all PONL elected positions.

Membership is valid for a period of one year or for a time period approved by the Board.

2. Membership Effective Date

Membership in PONL shall become effective after an individual has completed an application that meets the criteria for membership in the appropriate category and has paid the appropriate membership dues.

3. Transfer of Membership

Membership in PONL shall be transferable when the membership dues are paid by the Member's employer and when there is a change in the employment status of the Member. The Member's employer may request the transfer of membership to another individual of the employer's choosing. However, the person to whom the membership is being transferred must meet established membership criteria. Any such request for membership transfer must be submitted by the employer in writing to the Secretary of PONL.



4. Termination of Membership

A member may at any time resign from PONL by notifying the Secretary of the Board of Directors in writing, and stating the effective date of the resignation.

The Board of Directors of PONL may suspend or expel any Member for cause at any time after giving such member the opportunity to have a fair hearing before the Board of Directors. Any Member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors present and voting. For the purpose of this subparagraph, the term "for cause" shall include, but not be limited to, any violation of PONL bylaws, any conduct on the part of the member that is contrary to the interests and welfare of PONL and its members.

Membership in PONL shall be terminated for nonpayment of dues no later than 30 days after notice that such dues were due and payable and remain unpaid.

There shall be no refund of dues should a Member cease to become a Member of PONL, regardless of the reason for such termination of membership.

5. PONL Regional Councils

Each designated region within PONL will constitute a Regional Council. Each regional council will develop a charter that defines the regional council structure. Each regional council will have two (2) members, elected by their regional members, who sit on the PONL Board. These being the Chairperson and the Co-chairperson of the regional council.

Regional council members who sit on the PONL Board must be a PONL Member and shall serve for two (2) years commencing on the first day of January and ending on the last day of December for the following year. Council members from the region shall have alternating terms to promote communication. Additionally, each regional council board member will agree to share information with other regional council members and may be appointed to act as either a chair or a member on selected PONL committees.

ARTICLE V

DUES & REVENUE

Dues for membership in PONL cover a 12-month period. Dues will be established by the Board of Directors of PONL. Notification of any proposed dues increase initiated by the Board of Directors will be given to Members 14 days prior to effective date of said increase, at which time the recommendation will be put to vote. Voting may be conducted during a meeting of PONL or at any time by electronic vote.



All dues will be paid directly to PONL. The PONL office will assume all responsibility for processing dues for PONL and assign Members to a regional affiliate membership list.

All dues paid to PONL shall become the property of PONL. No portion of the dues shall be refundable because membership is terminated for any reason.

Income generated from educational programs and sponsorships planned by a region will remain within that region's treasury.

ARTICLE VI

MEMBERSHIP MEETINGS

1. Annual Meeting

A meeting of the general membership shall be held annually for the transaction of business on such date in each year as may be determined by the Board of Directors. Notice of said annual meeting shall be given to the general Membership at least thirty (30) days in advance of such meeting.

2. Special Meetings

Special meetings of the membership may be called by the Board of Directors or the President, and shall be called by the Board upon the written or electronic request of the majority of the Members of PONL entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. At such special meetings the only business which may be transacted is that relating to the purpose or purposes set forth in the notice thereof. Special meetings may be called on fourteen (14) days prior written or electronic notice to the membership.

3. Location of Meetings

Meetings of the membership shall be held at such place within or outside of the Commonwealth of Pennsylvania as may be fixed by the Board of Directors.

4. Notice of Meetings

Notice of each meeting of the membership shall be given to the general membership in writing or electronically and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.



Each Member is responsible to ensure PONL has accurate contact information on file in order to receive timely communications. A copy of the notice of each meeting shall be given, personally, by electronic mail or by first class mail at the discretion of the Board of Directors, not less than ten nor more than sixty days before the date of the meeting, unless otherwise specified in these Bylaws, to each Member entitled to vote at such meeting. If mailed, or said notification sent by electronic mail, such notice shall be deemed to have been given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his address as it appears on the record of the membership, or, if he/she shall have filed with the Secretary of PONL a written request that notices to him/ her be mailed to some other address, then directed to him or her at such other address.

When electronic mail is utilized to notify each Member, and should a message be received that said electronic mail is undeliverable, a single attempt to make contact with said Member will be made by PONL through written notification deposited into the United States mail with postage thereon prepaid to said member, along with a request for the member to update the member's contact information.

5. Notice of Waiver

Notice of a meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. Said notice of waiver shall be submitted on forms available from PONL.

6. Order of Business

The order of business meetings shall be as provided by the Board of Directors. Where an order is not so provided, and when it is not otherwise expressly provided for in these Bylaws, meetings shall be governed by Robert's Rules of Order, Revised.

7. Inspector of Elections

The Board of Directors, in advance of any Members' meeting, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a members' meeting may, and on the request of any member entitled to vote thereat shall, appoint two inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment in advance of the meeting by the Board or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his/her duties, shall agree to faithfully to execute the duties of such inspector at such meeting with strict impartiality and according to the best of his or her ability.



The inspectors shall determine the number of members outstanding and the voting power of each, the existence of a quorum, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote at the meeting, count and tabulate all votes, ballots or consents, determine the result thereof, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting, or of any Member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question, or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of any vote certified by them.

8. List of Members at Meetings

A list of the Members as of the record date, certified by the Secretary or designee, shall be produced at any meeting of the Members upon the request thereat or prior thereto of any member. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding, shall require such list of the Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

9. Qualification of Voters

Unless otherwise provided in the Certificate of Incorporation, every Member of record shall be entitled at every meeting of the Members to one vote. No member shall sell his or her vote, or issue a proxy to vote, to any person for any sum of money or anything of value except as permitted by these Bylaws.

10. Quorum of Members

The total number of Members present at any meeting of the Members shall constitute a quorum at such meeting for the transaction of any business. A vote of a majority of Members present or voting at a meeting at which a quorum is present shall constitute the act of the Members unless the Bylaws require the vote to be a greater number.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

The Members who are present in person or by proxy may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.



11. Proxies

Every Member entitled to vote at a meeting of the Members, or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

Every proxy must be signed by the Member or his or her attorney-in-fact. No proxy shall be valid after the expiration of one month from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it.

12. Votes and Unanimous Consent of Members

Whenever any PONL action is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast at a meeting of members entitled to vote thereon whether in attendance or by electronic vote, or the combination of both. Voting may be accomplished by electronic vote at the discretion of the Board of Directors.

Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting on written or electronic consent, setting forth the action so taken, signed by the members entitled to vote thereon. Written or electronic consent thus given by the members entitled to vote shall have the same effect as a unanimous vote of members.

ARTICLE VII

BOARD OF DIRECTORS

1. Power of Board and Qualification of Directors

The business of PONL shall be managed by the Board of Directors (“Board”). Each director shall be licensed as a Registered Nurse in the Commonwealth of Pennsylvania.

The Board of Directors shall have authority to make policy decisions for PONL, to carry on the business of PONL, to establish rules and procedures for the Board of Directors and PONL; to approve reports, resolutions, or actions of officers and any committees that may be convened to further the interests of PONL; to prepare an annual budget; and to review and revise long-range planning activities.

Each director shall serve on the Board as a representative of the constituent members of their respective regional affiliate, a PONL committee chairperson, and/or PONL representative to a professional organization; provide information and communication to the represented regional affiliate, committee or organization; assist in the coordination of state and



regional PONL activities as designated by the implementation of PONL's strategic plan and initiatives; and, perform all the duties required to carry on the business of the organization and serve as chair of Board appointed committees or commissions as needed.

2. Number of Directors

The number of directors constituting the entire Board of Directors shall be the number, not less than twelve or more than twenty-five.

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Executive Director, and the elected Chairperson and Co-chairperson representing each PONL regional council. The Committee Chairperson of each standing committee will be a voting member of the PONL Board of Directors. An emerging nurse leader with less than five years of leadership experience will be selected by each region and appointed by the PONL Board of Directors. Appointed emerging nurse leaders will be voting members of the PONL Board of Directors.

3. Election and Term of Directors

Each Director must be a Full Member of PONL. PONL Directors will serve a two-year term on PONL's Board of Directors. Directors, other than officers who are elected, will be appointed in such a manner that half of the Directors will rotate off the Board each year. Directors shall hold office until start of the next calendar year or until their successors have been appointed and qualified or until their death, resignation or removal in the manner hereinafter provided. The Regional Chairperson and Co-Chairperson Directors will be elected by their region.

Directors may be reelected or reappointed for a second term, but in no case may a Director serve more than four consecutive years on the Board of Directors.

4. Quorum of Directors and Action by the Board

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.



5. Meetings of the Board

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or designee. The Board of Directors shall meet not less than four times a year, upon receipt of formal notice from the President. Additional meetings may be called by the President. Conference calls may be substituted for and will fulfill the requirements of any meeting.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. Any one or more members of the Board of Directors may participate in meetings by means of a conference telephone or similar communications equipment.

No notice need be given to the Members of regular or special meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail or electronic methods not later than noon, Eastern Time, on the fifth day prior to the meeting, written message or orally not later than noon, Eastern Time, on the third day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by electronic mail; or by messenger at the time of delivery. Notices by mail or messenger shall be sent to each director at the address designated by him or her for that purpose, or, if none has been so designated, at his or her last known residence or business address.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors except for special meetings.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

6. Resignations

Any member of the Board of Directors of PONL may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of PONL. Such



resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. If no date is specified therein, the resignation shall take effect upon the receipt of such resignation by PONL.

7. Removal of Directors

Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the members.

Should a member of the Board of Directors be absent for two consecutive meetings of the Board of Directors without prior notification to the President, that member will be considered as voluntarily resigning from the Board of Directors and may be replaced by an appointment by the President of PONL.

8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by members may be filled by vote of a majority of the directors then in office.

The President shall have the authority to fill any vacancy of an elected officer that may occur, other than a vacancy in the office of the President-elect, by appointment of a member of PONL for the unexpired term, subject to approval by the Board of Directors.

9. Compensation of Directors

The Board of Directors, other than the Executive Director, shall receive no compensation for services to PONL. Directors who purchase authorized goods or services on behalf of PONL are entitled to reimbursement in the amount equal to that disbursed from personal funds.

10. Executive and Other Committees of Directors

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, the Secretary, the Treasurer, and the Executive Director and shall meet at the call of the President. The Executive Committee shall have the power to transact all regular business of PONL between Board meetings as necessary to expedite PONL's business, except as expressly prohibited by PONL and these Bylaws.

At a minimum, there will be three standing committees of the Board. These committees are:

- a. Membership
- b. Program and Education
- c. Legislation



The PONL representative to the Pennsylvania Action Coalition will be a voting member of the PONL Board and be appointed by the Board for a two-year term.

The Chairs of the standing committees will be voting members of the PONL Board and be appointed by the Board for a two-year term. Committee Co-Chairs will be appointed by the Board but will not be members of the Board. Committee members will be appointed from PONL membership. Every regional council will have at least one representative participate on each standing committee.

Each standing committee will annually establish and implement goals that support the PONL strategic plan.

Program & Education Committee

The Program & Education Committee is charged with conducting educational events, in various formats and locations, to engage members and enriching their Nursing leadership knowledge and skills.

The committee is responsible for planning the Annual Nursing Leadership Conference and selecting the conference location, speakers, topics, format, and additional activities that may occur in conjunction with the event.

The committee is also charged with planning webinars and other electronic educational offerings for members.

The committee will collaborate with regional councils in planning and offering educational sessions in various parts of the state.

Membership Committee

The Membership Committee is charged with monitoring and increasing membership numbers in all PONL regions.

The committee will initiate actions to promote PONL membership and renewal.

The committee will make suggestions regarding membership incentive initiatives and marketing strategies.

The committee creates content for the biannual membership survey, analyses survey results, and recommends actions based on these findings.

Legislation Committee



The Legislation Committee is charged with monitoring, reporting and recommending action to the PONL Board on legislation that impacts nurses and health care within the Commonwealth of Pennsylvania and at the Federal level.

The committee will analyze, discuss, and make recommendations to the PONL Board regarding legislation being considered in both the Pennsylvania and United States House and Senate.

The committee will create and disseminate letters, talking points, and position papers approved by the PONL Board to members, legislators, and other interested individuals, professional organizations and stakeholders.

The committee will promote the development and maintenance of relationships and open communication between PONL membership and legislators.

PONL Representative to the Pennsylvania Action Coalition (PA AC) Board

The PONL Board will appoint a representative to the PA AC Board who will represent the Pennsylvania Organization of Nurse Leaders (PONL) and who will communicate PA AC activities, goals, plans, and needs back to the PONL Board.

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members other committees each consisting of three or more directors or designees and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the submission to members of any action that needs members' approval; (b) the filling of vacancies in the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of the Bylaws, or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (f) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Ad hoc committees may be appointed by the President for special projects as authorized by the Board of Directors. The term of office for members shall be automatically discharged unless the Board of Directors directs otherwise. Ad hoc committees shall submit interim written reports of their activities to the President, if requested, and upon completion of the project shall present a final written report with conclusion and recommendations.

The PONL Board of Directors, by resolution duly adopted, may designate other committees and/or commissions to aid and assist PONL Board of Directors in the management of



the affairs of PONL. The President shall appoint the members of all such committees and commissions, subject to the approval of PONL's Board of Directors.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

Each such committee shall serve at the pleasure of the Board of Directors.

11. Interest of Directors in a Transaction

Unless shown to be unfair and unreasonable as to PONL, no contract or other transaction between PONL and one or more of its directors, or between PONL and any other PONL, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by: (a) the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, as the case may be.

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.

ARTICLE VIII

OFFICERS

1. Election of Officers

The officers of PONL shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Executive Director. Each elected officer shall be a dues paying Full Member of PONL and the American Organization of Nurse Executives.

The Secretary and Treasurer will be elected in an alternate year.



The Immediate Past President shall prepare a slate of candidates for President-Elect, Secretary and Treasurer that provides a choice to the membership and that reflects these Bylaws and the broad program interests of PONL as well as geographic distribution.

Any Member of PONL in good standing may be considered as a candidate. Such recommendations shall be sent to the Immediate Past President at least 14 business days after the Call for Nominations has been electronically distributed. The slate of candidates will be approved by the PONL Board of Directors.

The election of President-Elect, Treasurer and Secretary shall be conducted by electronic balloting. A ballot listing the names of eligible candidates together with a resume of the background and experience of each candidate shall be made available to each full member of PONL.

Voting shall be completed 14 business days after the ballot has been electronically distributed. The votes shall be tabulated and reported to the Board of Directors. In case of a tie vote, the choice shall be determined by lot at a Board of Directors meeting. The results of the election shall be communicated to the membership of PONL as soon as possible after the results are known.

2. Compensation

The Officers, with the exception of the Executive Director, shall receive no compensation for services to PONL. Officers who purchase authorized goods and services on behalf of PONL are entitled to reimbursement in the amount equal to that disbursed from personal funds.

3. Term of Office and Removal

The Treasurer and Secretary shall serve a term of two years. The President shall serve a term of one year. The President-Elect shall serve for a term of one year. The President-Elect succeeds to the office of President at the end of the one-year term as President-Elect. The President becomes Immediate Past President, the President-Elect becomes the President, and the newly elected President-Elect takes office on January 1st.

The Secretary and Treasurer may be re-elected for a second term.

Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his/her contract rights, if any, and the election or appointment



of an officer shall not of itself create contract rights. Removal of any officer shall require a vote of two-thirds of the Board of Directors.

4. Officer Vacancy

Should the office of the President become vacant, the President-Elect shall succeed to the office of President, and shall continue to serve as President for the subsequent term.

Should the office of the President-Elect become vacant, a special election will be held via mail or electronic ballot.

Should the offices of both the President and the President-Elect become vacant, the Board of Directors shall appoint from the membership of the Board of Directors, a President pro tempore to serve for the remaining portion of the unexpired term. At the next regular election of PONL's Officers, the President and a President-Elect shall be elected in accordance with the provisions of these Bylaws.

5. President

The President shall be the chief executive officer of PONL and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall serve as the Chairman of the Board of Directors and shall also preside at all meetings of the members and the Board of Directors.

The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of PONL, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of PONL.

The President shall direct the Board's strategic and long-range planning activities.

The President shall present a report at the annual meeting, a copy of which shall be retained in the permanent files of PONL; appoint the chairpersons of ad hoc committees; and, perform such other duties as may be authorized from time to time by the Board of Directors.

The President shall also represent PONL at the annual meeting of the American Organization of Nurse Executives and any special meetings as called by the American Organization of Nurse Executives.

6. President-Elect

The President-Elect shall, during the absence or disability of or refusal to act by the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.



7. Immediate Past-President

The Immediate Past-President shall serve as Chairman of PONL's nominations process for the offices of President-Elect, Secretary, and Treasurer.

The Immediate Past-President shall oversee an annual review of these Bylaws and present any recommendation for amendment to the Board for action; as well as any other duties as assigned by PONL's Board of Directors.

8. Secretary

The Secretary shall record or designate recordings all the proceedings of the meetings of PONL and of the Board of Directors to be kept for reference and archival purposes, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of PONL and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary signature. The Board of Directors may give general authority to any other officer to affix the seal of PONL and to attest the affixing by his/her signature.

9. Treasurer

The Treasurer, as PONL's fiduciary officer, shall have sole access together with the Management Company liaison responsible for PONL bookkeeping and accounting of the corporate funds and securities held by financial institutions such as banks, credit unions and alike, which access can be transferred to another officer only at the direction of the Board of Directors. The Management Company shall assist the PONL Treasurer by keeping full and accurate accounts of receipts and disbursements in books belonging to PONL; and the Management Company shall deposit all moneys and other valuable effects in the name and to the credit of PONL in such depositories as may be designated by the Treasurer, PONL Executive Director, or a majority of the Board of Directors, in the absence of a Treasurer.

The Management Company shall disburse the funds as may be ordered by the Treasurer or PONL President, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions prepared by the Management Company on behalf of the Treasurer or request of the Executive Director of PONL's financial condition.



If required by the Board of Directors, both the Management Company and the Treasurer shall be bonded in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to PONL, in the case of the Treasurer's death, resignation, retirement or removal from office, and/or contract termination with the Management Company of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Management Company or Treasurer belonging to PONL. All costs of bonding shall be paid by PONL.

The Treasurer together with the Executive Director shall be responsible for planning, review and oversight of PONL's budget and shall perform all fiduciary duties as from time to time may be assigned by the President or Board of Directors.

10. The Executive Director

The Executive Director is a part time, paid employee of PONL. The Executive Director is a voting member of the Executive Committee and the Board. The Executive Director shall have general and active management of the business of PONL and be responsible for facilitating the development, implementation and evaluation of the PONL strategic plan. The Executive Director provides administrative support for the PONL Board and the standing PONL committees and is responsible for oversight of administrative support staff.

The Executive Director represents PONL at any meetings as called by the American Organization of Nurse Executives and in multiple forums. The Executive Director is selected by the Board and serves as per the approved job description.

ARTICLE IX

ADMINISTRATIVE MATTERS

1. Books and Records

PONL shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the members, Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. PONL shall also keep at its office in the State Commonwealth of Pennsylvania or at the office of its transfer agent or registrar in the State Commonwealth of Pennsylvania, if any, a record containing the names and addresses of all members.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of PONL shall be open to inspection, and no creditor, security holder or other person



shall have any right to inspect any accounts, books, records or other documents of PONL except as conferred by statute or as so authorized by the Board.

2. Checks, Notes, etc.

All checks and drafts on, and withdrawals from PONL's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by PONL, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

3. Special Funds

Any funds or property that the Board of Directors may accept as donations to further the work or programs of PONL shall become the property of PONL.

ARTICLE X

AFFILIATED MEMBERSHIPS

PONL shall enter into agreements of affiliation, at its discretion with other professional organizations under provisions determined and prescribed by the Board Directors (“Affiliate Organizations”).

ARTICLE XI

DIRECTORS AND OFFICERS LIABILITY AND INDEMNIFICATION

A director of PONL shall not be personally liable for monetary damages or any action taken, or failure to take any action unless the director has breached or failed to perform the duties of his or her office as provided in 15 Pa. C.S. 5713 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

PONL shall indemnify each person who is or was a director or officer of PONL against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or for the benefit of PONL or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director or officer of PONL or by reason of any past or future action taken or not taken in his or her capacity as such director or officer whether or not he or she continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-



dealing, willful misconduct or recklessness. Liability and expense shall include, but shall not be limited to, counsel fees and disbursements in amounts of awards, judgments, fines or penalties. Termination of any claim or proceeding, civil or criminal, by judgment, settlement, conviction or upon any plea shall not create a presumption that a director or officers did not meet the standards of conduct set forth above except where there is made a specific finding of a court that the action or conduct constituted recklessness, self-dealing or willful misconduct. Any director or officer, who has been wholly successful on the merits or otherwise, shall be entitled to indemnification as of right. Expenses incurred may be advanced by PONL prior to the final disposition thereof upon receipt of a promise of recipient to repay such amount if it shall be determined that he or she is not entitled to indemnification under this Article. The rights of indemnification shall be in addition to any other legal and contractual rights and shall inure to the benefit of his or her heirs, successors, administrators of any such person.

ARTICLE XII

OTHER MATTERS

1. Corporate Seal

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year

The fiscal year of PONL shall be the twelve months ending December 31st, or such other period as may be fixed by the Board of Directors.

3. Amendments

Bylaws of PONL may be adopted, amended or repealed by vote of the Members at any general membership meeting or at any special meeting called for that purpose. Bylaws can also be amended by electronic vote of Members upon notice. Notice to Members must be given at least fourteen (14) days prior to any vote being taken either at a meeting or prior to any electronic votes being cast.

Amendments to the Bylaws may be proposed by any Member by submitting a proposal to the Secretary at least 30 days prior to the Annual Meeting.

