

**BYLAWS
TEXAS ORGANIZATION OF NURSE EXECUTIVES**

TONE's mission:

“To represent nurse leaders in Texas who improve healthcare through collaboration and innovation”

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: CLASSIFICATION OF MEMBERSHIP

1. Full Membership:

- 1.1 Full Members of TONE shall consist of Registered Nurse (RN) leaders or aspiring leaders. This includes those RN's who hold or aspire to hold an organizational role of administration or management who are accountable for strategic, operational and/or performance outcomes in sites where health care is delivered; faculty in graduate and undergraduate nursing programs, including deans and directors; directors of district chapters; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; and editors of professional journals.
- 1.2 Full Members shall have the right to hold any elected position; vote on organizational issues and elect a slate of candidates for service on the Board of Directors.
- 1.3 Full Members shall have the right to vote on amendments to the TONE Bylaws and on any increase in the dues proposed by the Board of Directors.

2. Student Membership:

- 2.1 Student Members of TONE shall be full-time U.S. Nursing Students in Associate Degree, Diploma, Baccalaureate, generic Masters and generic Doctoral programs preparing students for Registered Nurse licensure. They may attend TONE business and educational meetings but will not be considered Full Members, not permitted to vote in meetings of, hold office in, or vote for directors or Officers of TONE.

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 Affiliate Members of TONE shall be individuals who are not Registered Nurses but who support the mission and vision of TONE.
- 4.2 Shall not be permitted 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.

6. Eligibility Status:

- 6.1 Members who, because of a change in position or unemployment, or who do not continue to meet the criteria for Full membership may extend membership eligibility in their current membership category for two years.

7. Definitions:

- 7.1 For the purpose of these Bylaws, the term “health care institution” is defined as a facility that provides primary care, occupational health care, school health programs, acute care, sub-acute care, ambulatory/outpatient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care, and/or hospice care.

- 7.2 For the purpose of these Bylaws, the term “health care system” includes the multi-institutional systems, healthcare networks, the single hospital multi-corporation, and systems of other health care institutions as defined in this section.

ARTICLE IV

MEETINGS

Section 1: ANNUAL MEETING OF MEMBERSHIP

- 1.1 There shall be at least one annual face to face 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 or 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 Board Member who is directly or indirectly a party to a transaction or a Board Member 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 *Roberts Rules of Order*.

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 and Director 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.
- 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 two 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 vote. 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. He / she shall serve as the Finance Committee Chairperson.
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 Officer or 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 Officer or 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 an Officer or 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 Officer or Director's term remains to be served. Discretionary removal may be exercised against an Officer or Director who has 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 a TONE Officer or Director.

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, as 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.

1. NOMINATIONS COMMITTEE:

1.1 CHARGE:

- Manage the election cycle.
- Recruit candidates for the open positions on the Board and Committee Chair positions
- Develop the slate of candidates.
- Promote voting among the TONE membership.
- Report results of elections and appointments to the Board

- 1.2 **SELECTION OF CHAIR AND MEMBERSHIP:** Members of the Nominations Committee shall include the immediate Past President, the current President and the President-elect. The Past President shall automatically be the Chairperson.
- 1.3 **OBLIGATION OF MEMBERSHIP:** The President shall prepare and communicate the Nominations timeline in January. Nominations Committee members may speak with the district representative and Chapter Presidents for candidate input and nominations. Members of the Committee shall not be barred from becoming nominees for office. The Nominations Committee shall prepare a slate of candidates for President-elect, Directors, Committee Chairpersons and other Officers whose terms expire.
- 1.4 **MEETINGS:** The Nominations Committee shall hold at least one meeting (may be by conference call), to prepare a slate of candidates.
- 1.5 **REPORT TO THE BOARD:** Nominations in the form of a slate shall be presented to the membership in accordance with the time line as published by the President in January. Election and appointment results will be reported to the Board according to the published timeline.

Section 2: STANDING COMMITTEES

- **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 TONE unless they are formally approved and adopted by the TONE Board of Directors or granted full authority by the Board of Directors.
 - **TERM OF OFFICE:** The term of office for Committee Chairpersons and members is two years and begins in March (of the odd numbered year). An extension of the Chairperson position may be granted by the Executive Committee of TONE until another chair is appointed.
1. **EDUCATION COMMITTEE:**
 - 1.1 **CHARGE:** Serve as an advisory committee in the planning of the Annual TONE Conference and Webinars. Review and update the TONE educational priorities on an annual basis. Execute the educational plan.
 - 1.2 **SELECTION OF CHAIR AND MEMBERSHIP;** The Chairperson and members shall be appointed by the TONE Executive Committee. The Chairperson shall be a Board member.

- 1.3 OBLIGATION OF MEMBERSHIP: The members will make recommendations and participate in all educational assessments and planning to assist the chair in the charge of the committee
 - 1.4 MEETINGS: The Education Committee shall, at a minimum, hold quarterly meetings (may be by conference call), for the purposes of planning educational activities, and providing reports to the board.
 - 1.5 REPORT TO THE BOARD: The Education Committee Chair will provide a written report to the TONE Board quarterly.
2. MEMBERSHIP COMMITTEE:
- 2.1 CHARGE; Provide input on initiatives that will increase TONE membership numbers and continue to provide value for members.
 - 2.2 SELECTION OF CHAIR AND MEMBERSHIP; The Chairperson and members shall be appointed by the TONE Executive Committee. The Chairperson shall be a Board member.
 - 2.3 OBLIGATION OF MEMBERSHIP: The committee will make recommendations on the retention and recruitment of members to the board and communicate with members to identify newly eligible members. They will also review current membership distribution by districts and provide reports to the board and districts.
 - 2.4 MEETINGS: The Membership Committee shall hold at least two meetings annually (may be by conference call), to prepare report to the board and districts.
 - 2.5 REPORT TO THE BOARD: The Membership Committee will provide a written quarterly report.
3. BYLAWS COMMITTEE
- 3.1 CHARGE: Conduct an annual review of the Bylaws to evaluate consistency with AONE bylaws and suggest changes that improve the management or governance processes of TONE.
 - 3.2 SELECTION OF CHAIR AND MEMBERSHIP: The Chairperson and members are appointed by the TONE Executive Committee and shall be Board Members.
 - 3.3 OBLIGATION OF MEMBERSHIP: Members of the Committee assist the Chairperson as needed to investigate and evaluate the adequacy of the Bylaws.

3.4 **COMMITTEE MEETINGS:** The Chairperson conducts at least two meetings per year. The meetings may be conducted by conference call. The first meeting will be conducted to make assignments for Bylaws review and the second meeting will be dedicated to deciding if changes are needed and solidifying proposals.

3.5 **REPORTS TO THE BOARD:** The Bylaws Committee Chair will provide a written semi-annual report to the Board. Other reports may be necessary if Bylaws changes are needed throughout the year.

4. **LEGISLATIVE COMMITTEE:**

4.1 **CHARGE:**

- Serve as group to help formulate position statements which impact nursing, nursing leadership, and health issues in Texas. Represents views and perspectives of TONE members.
- Serve as initial contact advisors for the agency contracted to manage TONE to consult/collaborate on legislation that affects nursing and healthcare.
- Establish a communication and advocacy model that includes TONE Chapter involvement and accountability.
- Disseminate information concerning advocacy issues to general membership.
- Serve as resource to provide expert testimony at federal and state legislative and regulatory hearings. Coordinates communication with legislators regarding TONE opinions/stands on select issues.
- Collaborate with other professional nursing groups and health care entities in issues affecting nursing/health care.
- Present written report on committee actions to give at annual meeting.

4.2 **SELECTION OF CHAIR AND MEMBERSHIP;** The Chairperson and members shall be appointed by the TONE Executive Committee.

4.3 **OBLIGATION OF MEMBERSHIP:** The members will make recommendations and participate in all activities, charges from the Board, and compilation and review of reports.

4.4 **MEETINGS:** The Legislative Committee shall, at a minimum, hold quarterly meetings (may be by conference call), for the purposes of planning legislative and public policy activities, following up on charges from the Board, and providing reports to the board.

4.5 **REPORT TO THE BOARD:** The Legislative Committee Chair will provide a written report to the TONE Board quarterly.

5. STRATEGIC PLANNING COMMITTEE

- 5.1 CHARGE: Provide guidance to the TONE President-Elect in the development of the TONE Strategic Plan.
- 5.2 SELECTION OF CHAIR AND MEMBERSHIP: The Chairperson will be the President-Elect. Members shall be appointed by the TONE Executive Committee from the Board as well as the membership at large.
- 5.3 OBLIGATION OF MEMBERSHIP: Members of the committee will conduct at least two meetings per year to review the current strategic plan and determine if changes are needed in the strategies to meet the goals within the plan. Members of the Committee collaborate with the Chairperson in developing the Strategic Plan and reviewing it semiannually.
- 5.4 COMMITTEE MEETINGS: The Chairperson conducts at least two meetings per year. The meetings may be conducted by conference call. The first meeting will be the planning meeting and setting the goals while the second meeting will be to discuss progress and possible changes needed to the strategies.
- 5.5 REPORTS TO THE BOARD: The Strategic Planning Chair will provide a written report to the Board quarterly. Other reports may be necessary if changes are needed throughout the year.

6. COMMUNICATIONS COMMITTEE

- 6.1 CHARGE: To provide guidance to the TONE staff on communication strategies to include newsletters, TONE website, social media strategy and any other special mechanisms needed to update and inform TONE members as well as other affiliates.
- 6.2 SELECTION OF CHAIR AND MEMBERSHIP: The Chairperson and Membership will be appointed by the TONE Executive Committee. Membership will be selected from the Board and membership at large.
- 6.3 OBLIGATION OF MEMBERSHIP: Members will actively participate in committee meetings and assist the chair with input, written materials and other contributions as necessary to assist the TONE staff with communications venues.
- 6.4 COMMITTEE MEETINGS: The Communications Committee will meet no less than quarterly or as designated by the Chairperson.
- 6.5 REPORTS TO THE BOARD: The Communications Committee Chair will provide a written report to the TONE Board quarterly.

7. FINANCE COMMITTEE:

- 7.1 CHARGE: Serve as an advisory committee to the Treasurer when setting the annual budget: makes recommendations regarding annual expenditures and contractual arrangements:
- 7.2 SELECTION OF THE CHAIR AND MEMBERSHIP: The Treasurer shall be the Chairperson. Members are appointed by the TONE Executive Committee and shall be Board Members.
- 7.3 OBLIGATION OF MEMBERSHIP: The committee will make recommendations on financial obligations and goals of the committee to assist the Treasurer in meeting the charge of the committee.
- 7.4 MEETINGS the committee will meet at least two times per year and as requested by the Treasurer and/or President.
- 7.5 REPORT TO THE BOARD: The Treasurer will review financial statements monthly with the TONE Board, provide quarterly recap reports and additional reports as needed.

Section 3: SPECIAL COMMITTEES

- Special committee members may be appointed by the TONE Executive Committee for special projects or functions as authorized by the Board.
- 3.1 HISTORIAN: A Historian is appointed from the membership by the TONE Executive Committee.

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, (2) all members of the Chapter

hold an active membership in TONE and (3) shall adopt the same membership classifications as described in Article I of these bylaws.

- 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

PERFORMANCE REVIEW OF DIRECTORS AND OFFICERS

Any Full Member who has concerns regarding the performance of a Director or an Officer may request that the Board review the Director's or Officer's performance. Requests for review must

be in writing and set forth specific concerns associated with the Director's or Officer's performance of his or her duties. Requests for such review may be made to any TONE officer. Upon receipt of a request for review which is determined by the Board as meriting consideration, the Board shall cause an investigation to be made.

ARTICLE X

DUES

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

ARTICLE XI

MISCELLANEOUS PROVISIONS

Indemnification of Directors and Officers: TONE shall indemnify any and all individuals who may serve or who have served at any time as director or officer of TONE and their respective administrators, successors and assigns, against all liabilities (including but not limited to the amount of judgments, settlements, fines and penalties) and reasonable expenses necessarily incurred by such individuals in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any one of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been a director or officer of TONE. Indemnification shall be made to the fullest extent now or hereafter permitted or required by applicable state law.

ARTICLE XII

AMENDMENTS

1. These bylaws may be altered, amended or repealed by vote of the TONE membership. Prior to such vote, the proposed changes will be sent to the membership for review and comment. Proposed amendments may be filed with the Bylaws Chairperson by any voting member of the organization or when necessary at the direction of the board.
2. The Bylaws Chairperson will discuss the proposed amendments with the Bylaws Committee and will forward the proposed amendments to the Board for approval prior to submission to the members for adoption.

3. Upon Board approval of the proposed bylaw amendments, the President will notify the members of such proposed changes including a comparison with existing bylaws and a rationale for the proposed changes. Proposed amendments to the bylaws will be posted on the TONE website for a minimum of 30 days prior to voting. Voting will commence after the 30 day posting. The voting period will be 15 days.
4. Amendments to these bylaws shall be approved by a majority of votes cast by voice, written or electronic ballot by the voting membership. Votes will be counted by the TONE management staff with oversight from the Executive Committee. The results of the vote will be posted to the website and the bylaws updated if ratified.