

**The American Assembly for Men in Nursing
Bylaws**

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 DECEMBER 9, 1982
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 JUNE 24, 1988
 OCTOBER 12, 1991
 DECEMBER 2, 1993
 DECEMBER 2, 1994
 DECEMBER 7, 1996
 DECEMBER 4, 1998
 DECEMBER 2, 2000
 DECEMBER 3, 2004
 OCTOBER 20, 2006
 OCTOBER 25, 2007
 OCTOBER 24, 2008
 OCTOBER 23, 2009

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Role Descriptions

Board of Directors

Includes Chairman of the Board, Executive Committee, and six Board Members-at-Large. Duties include the coordination of activities, the development of policy, management of finances and action on committee reports.

Executive Committee

A two-year term of office, except for the President-Elect. Includes President, President-Elect, Vice-President, Secretary, and Treasurer. Duty is to run the daily business of AAMN.

Board Members-At-Large

All serve two-year terms; three are elected on odd years, and three on even years. (See Board of Directors above for duties)

President

Serves as spokesperson, presides over Meetings, appoints Ad Hoc Committee members. Is Ex-officio member of all committees, and supervises general business.

President-Elect

Learns for one year about the Presidency, and assumes the Presidency at the end of that year.

Vice-President

Assumes Presidency if President is absent or unable to assume duties, assists President, Parliamentarian, confers with Committees, and chairs Bylaws Committee.

Secretary

Serves a two-year term. Keeps minutes and records, including attendance, committee and officer reports, roll of members, conducts official correspondence, and is Chairperson of *Interaction*.

Treasurer

Serve a two-year term. Keeps records of accounts, deposits and disburses as directed by Board, recommends investments, maintains records of dues paying members and notifies those in arrears, and presents budget at convention.

Standing Committees (Members serve a one-year term for all Committees).

Nomination Committee shall consist of at least three (3) members elected at the Annual Meeting to serve until the next Annual Meeting.

Bylaws Committee has at least three members and Vice President and is to interpret Bylaws, review and prepare amendments to Bylaws.

Membership and Chapters Committee has at least three members and one Board Member and is to assist members in forming Chapters.

Communication Committee has at least three members and two Board Members one of which is Secretary and is to publish quarterly newsletter and oversee on-going implementation of website.

Education Committee has at least three members and one Board Member and is to secure location and presenters for annual conference along with reviewing abstracts and posters for annual conference.

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Article I. NAME

Section A.

The name of this organization is The American Assembly for Men in Nursing (AAMN), referred to herein as “the Assembly”.

Section B.

The principle office of the Assembly shall be at 1108 Fern Street, Birmingham, Alabama 35209-7010. The Assembly may have such other offices within or without the State of Alabama, as the Board of Directors may determine from time to time. NOTE: AAMN is incorporated in Alabama and this verbiage shall remain in the bylaws until such time as incorporation is changed to another state.

Article II PRIMARY MISSION

The primary mission of AAMN is to be the acknowledged national organization for men in nursing which influences national policy, research and education about men in nursing and men’s health issues.

Article III PURPOSE

The purpose of this organization is to provide a framework for nurses as a group to meet, to discuss, and influence factors which affect men as nurses.

Article IV OBJECTIVES

1. Encourage men of all ages to become nurses and join together with all nurses in strengthening and humanizing health care.
2. Support men who are nurses to grow professionally and demonstrate to each other and to society the increasing contributions made by men within the nursing profession.
3. Advocate for continued research, education and dissemination of information about men’s health issues, men in nursing, and nursing knowledge at the local and national levels.
4. Support members’ full participation in the nursing profession and its organizations, and use this Assembly for the limited objectives stated above.

Article V MEMBERSHIP

Membership in the Assembly shall be available by application, and by election as herein provided, to Registered Nurses (Sec. C), Licensed Practical/Vocational Nurses, and nursing students in entry level programs (Sec. D) and to anyone the Board deems worthy of membership (Section E).

Section A. Equal Opportunity Statement

Membership in the AAMN is unrestricted by consideration of age, color, creed, handicap, sexual orientation, lifestyle, nationality, race, religion, or gender.

Section B. Membership Levels

There shall be five levels of membership: Full Membership, Associate Membership, Honorary Membership, International Membership, and Corporate Membership.

Section C. Full Membership

Full members must be Registered Nurses and are entitled to these membership privileges: To speak and to vote at Assembly Meetings, to be appointed or elected to Assembly office, to receive the quarterly newsletter and reports, and to have Chapter membership privileges as specified in the Chapter Bylaws.

Section D. Associate Membership

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Associate members are Licensed Practical/Vocational Nurses, nursing students in entry-level programs, and members of the public. Associate members may serve on Chapter committees, hold Chapter office and vote at Chapter meetings if permitted by Chapter Bylaws. Associate members may serve on national committees but not vote at Assembly Meetings, may not be counted as part of a quorum at Assembly Meetings, and may not hold Assembly office or be a member of the Board of Directors.

Section E. Honorary Membership

Honorary members may participate in discussions at all meetings, but may not vote at Assembly Meetings or be counted as part of a quorum. Chapter Bylaws will determine honorary membership privileges at Chapter meetings and activities. Honorary membership in the Assembly, upon recommendation of the Board of Directors, may be conferred by unanimous vote at any annual Assembly meeting upon those who have rendered distinguished serve or valuable assistance to organized nursing service or nursing education. Honorary members shall not be required to pay dues to the Assembly and shall have all membership privileges except making motions, voting, and holding office. All persons receiving the Luther Christman Award shall receive honorary membership.

Section F. International Membership

International members will be any registered nurse who is a non-United States resident. International members are entitled to membership privileges including access to “Members Only” section of the web site with access to **InterAction** and attendance at AAMN annual conference at member rate. International members may not hold any national AAMN office but may be a member of a non-elected committee.

Section G. Corporate Membership

Corporate memberships will include educational institutions, health care institutions, and corporations wishing to support the work of the association through corporate membership or donations. The amount of corporate dues will be determined by the Board of Directors. Corporate members will receive all privileges of regular membership with the exception of holding office. The number of people who will receive mailings from the association will be limited to two people per corporate membership.

Section H. Obtaining Membership

Membership in this Assembly shall be by written application to the Assembly. Membership shall not be transferable from one individual to another.

Section I. Suspension and Reinstatement

The Board of Directors of the Assembly, by majority vote, may censure, suspend, or expel any member for cause after giving such member an opportunity to have a hearing. Any member suspended or expelled may be reinstated by an affirmative majority vote of the Board of Directors. Procedures “for cause” will be determined in accordance with the Code For Nurses of the American Nurses Association.

Article VI. CHAPTERS AND CONFERENCES

Section A. Chapters

1. Chapters composed of members of the Assembly may be formed by action of the Board of Directors upon petition of such members.
2. All officers and advisers to university-based Chapters will be required to be members of the Assembly in addition to membership in the university-based chapter. Student officers will pay student membership rates to the Assembly. Faculty chapter advisers will pay full membership rates to the Assembly.
3. All officers and members of a community-based Chapter will be required to be full members of the Assembly and pay full membership rates to the Assembly. If a student belongs to a community-based Chapter, the student will pay the student membership rate to the Assembly.

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4. A Chapter may adapt its own Bylaws, which shall not conflict with the Assembly's Bylaws. The Chapter Bylaws shall be submitted for review at the time of petition. Chapters must resubmit their Bylaws for review when major changes are made in the Assembly's Bylaws.
5. A Chapter may establish its own dues structure, which shall not conflict with that of the Assembly.
6. A Chapter may not act in the name of the Assembly unless the Executive Committee of the Board of Directors has given consent.

Section B. Conferences

There shall be conferences of the Assembly as the Board of Directors may deem necessary.

Article VII. OFFICERS AND DUTIES

Section A. Officers

1. Officers of the Assembly shall be the President, the President-Elect, the Vice President, the Secretary, the Treasure, and six (6) Board Members-at-large.
2. These officers shall comprise the Board of Directors, referred to herein as "the Board" .The President, President-Elect, Vice President, Secretary, and Treasure shall comprise the Executive Committee.
3. The term of office for each officer, except that of the President-Elect, shall be two (2) years or until a successor has been elected and qualified. No officer shall hold the same office more than two consecutive full terms (four years). The term of the President-Elect shall be one (1) year, after which the President-Elect shall ascend to the office of President for two (2) years.
4. The officers shall be elected at the annual Assembly conference by secret ballot, including absentee ballots sent by voting members in good standing to the Chairperson of the Nominating Committee by date specified in the mail-out of such absentee ballots. Board Members at Large, however, are elected only by secret ballot of those present at the Annual Conference who are voting members in good standing. All unopposed candidates may be elected by voice-vote

Section B. Duties of Officers

The powers and duties of elected officers shall be those pertaining to the office and such other duties as may be designated by the Board of Directors.

1. The President shall be the Chief Executive Officer of the Assembly and shall, subject to the control of the Board, have general supervision, direction, and control of the Assembly's business, together with the general powers and duties of management usually vested in the office of President of an organization. In addition to the duties specified below, the President shall have such other power and duties as may be prescribed by the Board or the Bylaws. The President's duties shall include:
 - a. To act as spokesperson for the Assembly.
 - b. To plan and preside over meetings of the Board, the general membership, and the Assembly's annual conference, or to delegate these duties to the President-Elect or the Vice-President.
 - c. To appoint Standing Committee members when there are no candidates and to appoint Ad Hoc Committee members when there are no volunteers, pending approval of the Board.
 - d. To serve as *ex-officio* member of all Committees except the Nominating Committee.
 - e. To serve as invited by the Board as Immediate Past President Advisor to the Board for a two-year term following expiration of the Presidential term.
 - f. To orient the President-Elect.

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2. The President-Elect shall assume the duties of the President in one (1) year. In addition to the duties stated below, the President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.
The President-Elect's duties include:
 - a. To learn the duties of the President during the one (1) year prior to becoming President.
 - b. To assist the President as requested.
 - c. In the event the President is unable to serve, the position of President will be assumed by the President-Elect.

3. The Vice President in the event the office of President becomes vacant during a year in which no President-Elect is serving, assumes the office of President. In addition to the duties stated below, the Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the board. The Vice-President's duties include:
 - a. To assist the President.
 - b. To serve as parliamentarian at general membership meetings.
 - c. To confer with Committee Chairpersons to assure Committee reports are prepared and are to be presented at meetings.
 - d. To preside over the Bylaws Committee.
 - e. To orient the newly elected Vice-President.
 - f. Upon completion of the term(s) as Vice-President, to serve when invited by the Board as an Advisor to the Board for a two-year term.

4. The Secretary shall keep a book of minutes of Meetings and actions of the Board and , in addition to the duties stated below, the Secretary shall have such other powers and perform such other duties as from time to time may be prescribed by the Board. The Secretaries duties include:
 - a. To maintain and distribute an accurate record of all Board and Conference business meetings.
 - b. To note attendance and present Minutes for approval at meetings.
 - c. To maintain an up-to-date roll of the members.
 - d. To keep copies of al formal reports of the officers and Committee Chairpersons.
 - e. To conduct official correspondence of the Assembly.
 - f. To preserve all papers, letters, and transactions of the Assembly.
 - g. To serve as Chairperson of *InterAction*, the newsletter of the Assembly.
 - h. To have posted a current roster of officers, Standing and Ad Hoc Committee members in *InterAction* after elections are held and appointments made.
 - i. To orient the newly-elected Secretary.

5. The Treasure shall keep and maintain adequate and correct books and accounts of the business transactions of the Assembly. Such books and accounts shall at all reasonable time be available to the Executive Board and/or Board. The Treasure shall have such powers and duties as those stated below, and from time to time shall have such other powers and duties as may be prescribed by the Board.
The Treasure's duties include:
 - a. To deposit all money and other valuables in the name and to the credit of the Assembly with such depositories as may be ordered by the Board.
 - b. To disburse the funds of the Assembly as may be ordered by the Board.
 - c. To recommend to the Board possible avenues of investment for the funds and to invest such funds as directed by the Board.
 - d. To maintain a current roster of all dues-paying members, and to notify each member in arrears, in writing, by mail.
 - e. To make available the yearly financial records to a Certified Public Accountant (CPA) upon the special request of the Board or the Annual Conference.
 - f. To present at the Annual Conference a budget consisting of income and expenses for the current year, and projections for the following year.

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- g. To orient the newly-elected Treasure.
- 6. Vacancies in the offices of Secretary and/or Treasure shall be filled by the Board at their next regular scheduled meeting.
- 7. The Assembly and its members shall not hold any Board Member personally liable for his/her actions taken within the scope of his/her duties as described within these Bylaws.

Section C. Removal of an Officer

- 1. Any officer may be removed from office for serious misconduct, failure to perform his/her duties and/or two (2) consecutive, unexcused absences from scheduled Board Meetings, including those meetings held per Conference Call. Notification of the President in advance of the Meeting constitutes a valid excuse. The President may request the Board member to appoint a representative to participate in the meeting in the Board member's absence.
- 2. A charge against an officer may be brought by:
 - a. A written charge signed by at least thirty percent of the Board, or
 - b. A petition to the Board signed by ten percent of the membership.
- 3. Hearing Board
 - a. The Hearing Board shall be comprised of a quorum of the Board as defined in Article VII.
 - b. The written notice composed by the President or designee must indicate the specific charges and the date, time, and location for the Hearing to be held.
 - c. The person so charged and/or the Hearing Officers may call witnesses to testify at the Hearing, which may be open/closed at the discretion of the person charged.
 - d. The Hearing Board must render a decision no later than three (3) calendar days after the hearing. The Hearing Board shall render a decision including specific finding which led to that decision.
 - e. An officer accused may have another member, not on the Board, assist them at such Hearing.
 - f. Any officer who fails to respond to charges brought by the Hearing Board shall be subject to the decision of the Board of Directors, which is final.

Article VIII BOARD OF DIRECTORS

Section A. Membership

Consist of all elected Officers and Board Members and the Chairperson of the (an honorary position selected by the Board), and the immediate Past President.

Section B. Duties

- 1. The duties of the Board shall be to develop and coordinate the activities and general policies of the Assembly, to act for the membership as a whole under such limitations as may be imposed by general membership, manage the finances of the Assembly, and to receive and to act upon the reports of all Committees.
- 2. The Board shall meet at least two (2) times annually. The Executive Committee or a quorum of the Board may call other meetings of the Board.
- 3. The Board shall have the power to transact all regular and special business of this Assembly, providing that any actions which it shall take do not conflict with these Bylaws.
- 4. The Board may call general membership meetings not provided by these Bylaws.
- 5. A quorum at Board Meetings shall consist of at least fifty (50) percent of the voting members of the Board.
- 6. The Board shall have the power to appoint as hoc committees or taskforces as they may arise.
- 7. The Immediate past president and the Chairperson of the Board will serve as advisors to the Officers of the Board of Directors and shall retain voting rights on all issues before the Board of Directors.
- 8. In addition to regularly scheduled Board meetings via conference call and at the annual Conference, the Board shall be free to communicate electronically (via e-mail or other forms) to communicate items of business needing Board discussion and approval. The person initiating the electronic vote shall

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- a. record the detailed motion,
- b. the board member seconding the motion,
- c. the voting outcome (number of ayes, nays and abstentions). This person shall submit these details to the President for inclusion as a consent agenda item on the subsequent board meeting.

Article IX GENERAL MEMBERSHIP MEETINGS AND QUORUM

Section A. Meetings

1. There shall be a Conference and Business Meeting annually at a time and place designated by the Board.
2. Each member of this Assembly in good standing shall be notified in writing, at least sixty (60) days prior to such a meeting.
3. Special meetings: Special business meetings shall be called by the Secretary upon written request of the Chairman of the Board, President, or a majority of the Board, or by petition signed by one-third of the membership. A special Meeting shall be held at such a time and place determined by the Board.
4. Program Meetings for the membership may be held at such times and at such locations as the Board deems advisable.

Section B. Quorum

A minimum of ten (10) percent of the total membership of this Assembly and two (2) officers, one of whom is the President, president-Elect, or Vice-President, shall constitute a quorum for the transaction of the business of this Assembly at any duly authorized general membership meeting.

Section C. Parliamentary Procedure

Annual, Business, and Special Meetings shall be conducted in accordance with **Roberts Rules of Order**.

Article X COMMITTEES

Section A. Types of Committees

There shall be such Standing Committees as are provided by these Bylaws. The Board also may establish additional Committees unless otherwise stipulated in these Bylaws. The President, with the approval of the board, shall appoint the Chairperson and members of Ad Hoc Committees. Where Chairs of Standing Committee are not specified by these Bylaws, the President shall appoint the Chairperson of Standing Committees. Additionally, the President may appoint members of Standing Committees when sufficient candidates for election have not appeared, or when a vacancy occurs in either Standing or Ad Hoc Committees during their terms.

Section B. Standing Committee

Nominating Committee: The Nominating Committee shall consist of the Immediate Past President and two (2) members elected at the annual conference, who shall serve until the elections at the next annual conference. In the event that one or more members of the Nominating Committee become unable to serve during the term of office, the Board will appoint a replacement.

Duties of the Nominating Committee are:

1. To conduct the election of officers and committee members, and to monitor other voting at Annual Conferences as directed by the presiding officer.
2. To conduct elections, including announcements of voting times and places, tabulate election results and votes, when requested, and report the results to the membership at the meeting and file a written report for publication in the next issue of *InterAction*.
3. To hold ballots, credentials, and election results for one (1) year.

Bylaws Committee: The Bylaws committee shall consist of the Vice President and at least three (3) members appointed by the Board to serve a one-year term.

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Duties of the Bylaws Committee are:

1. To Interpret the Bylaws as needed, which shall be binding.
2. To review the Bylaws annually and make recommendations regarding any changes, alterations, or deletions.
3. To review suggestions from members regarding changes to assure that the Bylaws reflect the current needs and requirements of the Assembly.
4. To prepare amendments after published notification in *InterAction* of intent to revise before the Annual Conference.
5. To present to the Annual Conference any proposed changes in the Bylaws for consideration.
6. To recommend rules for conducting the Annual Conference and Business Meeting.
7. To review Chapter Bylaws, talk/correspond as needed with Chapter submitting, and make recommendations to the Board of Directors.

Membership and Chapters Committee: The Membership and Chapters Committee shall consist of a Board Member as Chairperson, and at least three (3) members appointed by the Board to serve a one year term.

Duties of the Chapter Committee are:

1. To assist members in forming new Chapters.
2. To provide information on Chapter formation.
3. To serve as liaison between the Board and members forming Chapters.
4. To assist Chapters as needed in continuing activities and member involvement.
5. To provide Chapter news to *InterAction*.

Communication Committee: The Communication Committee shall consist of two (2) Board members, one of which must be the Secretary who shall serve as chairperson, and at least (3) members appointed by the Board to serve a one-year term. The duties of the committee shall be:

- a. To publish in the name of the Assembly, a quarterly newsletter titled the *InterAction*, which will include Assembly and chapter information, articles of interest, and any other information as designated by the Bylaws Committee, the Board, or the members after review by this Committee.
- b. To oversee the production and on-going implementation of the Assembly's website.
- c. To ensure that information on the Assembly's website is accurate and current.
- d. To implement procedures to have Board participation in and answers to questions and issues raised in the Assembly's website discussion forum.
- e. To maintain an electronic and hardcopy file of all Assembly communications, minutes, actions, and presentations for deposition in an archive.

Education Committee: The Education Committee shall consist of two (2) Board Members one of which shall serve as chairperson, and at least three (3) members appointed by the Board to serve a one year term. The duties of the committee are:

- a. To secure a location and date for the annual conference.
- b. To develop the theme and objectives for the annual conference
- c. To issue a call for abstracts for presentations and/or posters for the annual conference.
- d. To receive, review, and approve abstracts for presentation and/or posters for the annual conference.
- e. To serve as the Assembly's coordinators or liaisons to coordinators for the production of the annual conference.
- f. To provide a summary of all educational offerings, including the annual conference, for publication in the *InterAction*.

President's Council: All living and former Presidents of the American Assembly For Men in Nursing are invited to join The President's Council. This honorary committee comprises an advisory body to the Board of Directors. It is chaired by a former President chosen by vote of all members of the President's Council. It meets at a frequency determined by its members, but not less often than once a year. The Chair of the President's Council is asked to provide the Board of

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Directors with input as the Council deems advisable, or as the Board of the Assembly may request.

Section C Archivist

The archivist is a position that is appointed by the Board for a term agreeable to both the archivist and the Board. The archivist is not a Board member. The archivist is responsible for achieving and electronic and paper copy of the proceedings of the Assembly.

1. Archived items shall include, but not be limited to the following:
 - a. Minutes of Board of Directors meetings.
 - b. Copies of the **InterAction**.
 - c. Syllabi/conference books from the annual conferences.
 - d. Positions/white papers or resolutions adopted by the Assembly.
 - e. Copies of and revisions to the Bylaws.
 - f. Annual summaries form each Board member and Committee chair.
 - g. Selected and available photographs of AAMN activities.
 - h. List of all Luther Christman, Lee Cohen member of the Year, and other awards as given by the Assembly.
2. The archivist will devise and maintain a system of categorizing and securing archived items so that they are accessible to individuals approved by the Board during normal business hours.
3. The archivist will submit to the Board annually an inventory of all archived items collected during the previous calendar year.

Article XI ELECTIONS

Section A. The Nominating Committee will provide a slate of candidates for national office during its year of service. It is recommended that a minimum of two (2) candidates for office of President-Elect, Vice President, Secretary and Treasure, and a minimum of three (3) candidates for Members-At-Large for each of these offices due for election during that year.

1. In even years, the election of the Treasure and three (3) Members-at-Large.
2. In odd years, the election of the President-Elect, Vice President, Secretary and three (3) Members-at-Large.
3. By October 1st of each year, the Nominating Committee will forward to the Editor of **InterAction** a slate of candidates for National offices to be chosen that year.
4. Candidates for National office will submit a properly completed Consent-to-Serve form and should submit the required information such as, a recent photograph (if available), a brief (one paragraph) summary of the candidate's professional qualifications touching on both education and nursing experience, and goals for that office which they are seeking.

Section B. Additional nominations may be made from the floor provided the nominee files a Consent-To-Serve statement prior to the election.

Section C. All elections shall be by secret ballot when there are more nominations than available positions. A simple majority constitutes election. In the event of a tie, a run-off election shall be held. If the run-off election does not resolve the tie, a coin-toss will determine the winner between the two candidates receiving the most votes.

Section D. Each officer and committee member shall begin his or her duties at the Business Meeting that follows the close of the annual conference.

Section E. Election appeals must be in writing to the Bylaws Committee Chairperson within thirty (30) days of their publication in **InterAction**. The decision of the Bylaws Committee shall be final. Appeals of

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other votes (motions etc.) will be made to the presiding officer within thirty (30) minutes following the vote which is appealed.

Article XII FINANCES

Section A. The fiscal year shall be from annual conference to annual conference.

Section B. The Board shall be responsible for the finances of this Assembly.

Section C. The dollar amounts of annual membership dues, and of special assessments, shall be recommended by the Board, and subject to the approval of a simple majority of this Assembly's membership in good standing at one of the regular annual conferences, or at a Special Meeting called for such a purpose.

Section D. Delinquent Dues

1. Members are delinquent and not in good standing if dues have not been paid within sixty (60) days after the date due.
2. The Assembly shall notify each member in arrears, in writing by mail.
3. A delinquent member may be reinstated to good standing upon payment of dues for the next twelve (12) months.

Section E. Honorary Membership

Honorary membership in the Assembly, upon recommendation of the Board of Directors, may be conferred by vote at any annual Assembly meeting, upon those who have rendered distinguished service or valuable assistance to organized nursing service (science, education, or leadership). All persons receiving the Luther Christmas Award shall receive honorary membership. Honorary Membership may participate in discussions at all meetings, but may not vote at Assembly Meetings or be counted as part of a quorum. Honorary members shall not be required to pay dues to the Assembly and shall have all membership privileges except making motions, voting, and holding office. Honorary members may also be regular dues paying members and fully participate in all activities, offices, etc. open to regular members. Chapter Bylaws will determine honorary membership privileges at chapter meetings and activities.

Article XIII Amendments

New Bylaws may be adapted or repealed by a two-thirds (2/3) majority of the members in good standing present at the annual conference or Special Meeting of members voting, provided a quorum is met as defined in Article VIII, Section B, Quorum, of these Bylaws.