BYLAWS OF THE
ORGANIZATION OF NURSE EXECUTIVES/NEW JERSEY, INC.

ARTICLE I
Purposes
SECTION 1.01. Purposes The Organization of Nurse Executives/New Jersey ("ONE/NJ") is organized under the New Jersey General Not-For-Profit Corporation Act of 1986 ("Act") and shall be operated for the purposes set forth in its Articles of Incorporation, as they may be amended from time to time.

ARTICLE II
Regulations
SECTION 2.01. Authority. The ONE/NJ Board of Directors is hereby authorized to develop and implement regulations by which certain internal and external activities of ONE/NJ shall be governed ("Regulations"). The Regulations shall at all times be subordinate to these Bylaws. Whenever possible, the terms of the Regulations shall be construed consistent with these Bylaws, but if an irreconcilable conflict exists, the terms of the Bylaws shall prevail, and the conflicting terms of the Regulations shall be construed as void and without effect.

ARTICLE III
Membership
SECTION 3.01. Sole Corporate Member. The Sole Corporate Member of ONE/NJ is the New Jersey Hospital Association (NJHA), a New Jersey not-for-profit corporation.

SECTION 3.02. Rights and Powers of the Sole Corporate Member. The Sole Corporate Member expressly reserves the power to be exerted by it in its sole discretion to:
- approve an annual budget;
- approve all amendments to, any repeal of any section or any adoption of, and propose one or more amendments to the ONE/NJ Bylaws;
- approve all amendments to, any repeal of or any adoption of the ONE/NJ Articles of Incorporation; and
- exercise the powers listed in ARTICLE IV.

SECTION 3.03. Full Members. Full Members of the ONE/NJ shall consist of Registered Nurse (RN) leaders or aspiring leaders. This includes those RNs who hold an organizational role of administration/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; executive directors of ONE/NJ Affiliated Groups; consultants in nursing administration/management practice; persons working in professional associations, regulatory agencies and/or accrediting health care organizations; retired full members and editors of professional nursing journals.

Full Members shall have the right to hold any elected position; vote on organizational issues; elect a slate of candidates for service on the Board of Directors. Full Members shall have the right to vote on amendments to the ONE/NJ Bylaws and Regulations and on any increase in the dues proposed by the Board of Directors.

SECTION 3.04. Associate Members. An Associate Member is a registered nurse who is a student in a relevant degree program with a career path in nursing leadership and is not working. An associate member may attend ONE/NJ business and educational meetings, but may not vote or hold office.

SECTION 3.05. Affiliate Members. An Affiliate Member is an individual who is not a registered nurse. An affiliate member may be a non-nurse professional or any healthcare consumer member of the corporate or political community who is interested in working towards advancement of a healthcare system driven by the needs of patients. An affiliate member may attend business and educational meetings, but may not vote or hold office. The affiliate members’ purposes, goals and initiatives must be consistent with and supportive of ONE/NJ purposes, goals and initiatives.

A Full Member must sponsor an Affiliate Member and the Board of Directors must approve an Affiliate Membership Application.

SECTION 3.06. Retired Members. Retired Members shall be any Full ONE/NJ Member who is retired from the professional practice of nursing and has maintained ONE/NJ membership for a minimum of one year and who would not otherwise be eligible for continuing membership in ONE/NJ. A Retired Member shall be entitled to all rights and privileges of a Full Member with the exception of holding office.

SECTION 3.07. Eligibility Status Change. Members who, because of change in position or unemployment, or who do not continue to meet the criteria for Full or Associate membership may extend membership eligibility in their current membership category for two years.

SECTION 3.08. Definitions. 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/patient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care, assisted living and/or hospice care. For the purpose of these Bylaws, the term “health care system” includes the multi-institutional system, health-care networks, the single hospital multi-corporation, and systems of other health care institutions as defined in this section.

SECTION 3.09. Meetings of Full Members. The Full Members shall meet once a year at a date, time and place established by the ONE/NJ Board of Directors ("Annual Session"). Notice thereof shall be given at least thirty (30) days in advance of such meeting. The ONE/NJ President and the ONE/NJ Board of Directors may call special meetings of the Full Members on fourteen (14) days prior written notice.

SECTION 3.10. Quorum and Action. Five percent (5%) of the total number of Full Members shall constitute a quorum for the transaction of business. A vote of a majority of Full Members present or voting at a meeting at which a quorum is present shall constitute the act of the Full Members unless the Bylaws require the vote to be a greater number.

ARTICLE IV
Board of Directors
SECTION 4.01. General Powers and Duties. The property, business, and affairs of ONE/NJ shall be managed by the ONE/NJ Board of Directors and the ONE/NJ Executive Director; provided, however, that the ONE/NJ Board of Directors shall not, without the approval of the Sole Corporate member:
- adopt a plan of dissolution for the ONE/NJ;
- approve any merger, consolidation or sale or mortgage or other disposition of all or substantially all of the assets of the ONE/NJ;
- borrow any sum, the principal of which exceeds fifty thousand dollars ($50,000) or which has a stated term of greater than one year;
- organize or acquire or authorize the organization or acquisition or a subsidiary or affiliate of the ONE/NJ (an “affiliate” of the ONE/NJ includes any corporation, partnership, trust, joint venture or other entity, directly or indirectly controlling, controlled by or under common control with the ONE/NJ; “control” includes, but is not limited to, the right to elect or otherwise designate a majority of the governing board or body of the entity); or adopt any operational policies not in accordance with current NJHA policies.

SECTION 4.02. Number, Election. The elected number of ONE/NJ Directors shall be no less than fourteen (14) and no more than eighteen (18).

The Full Members shall elect only one candidate for each vacancy on the ONE/NJ Board. Candidates shall be Full Members of the ONE/NJ and be selected in such a way that the Elected Directors shall consist of one person who meets the criteria of a Full Member.

Election for Board of Director vacancies will be conducted in a manner that ensures there are qualified candidates that represent the (3) regions in the State when feasible.

Region is defined as north, central, and south. A nominating committee will be composed of five full members. The chairperson of the nominating committee shall be appointed by the President. Three of the five members should represent the three regions of the State. Two members will serve one term, and three members will serve two terms to ensure continuity. Additional terms may be requested and approved by the President. The duties of this committee are to seek out qualified candidates for the election slate annually. This committee will meet 180 days prior to the election.

One seat on the Board shall be designated for a first line manager. He/she must meet the criteria of a full member.

The Executive Director, herein referred to ONE/NJ Executive Director, shall serve as the Secretary/Treasurer Director with a single vote.

The New Jersey Hospital Association as a permanent member of the Board with a vote shall hold one Director position.

SECTION 4.03. Term of Office. Elected Directors shall hold office for two years, until their respective successors are confirmed and qualified, or, until their resignation, removal, or death; provided, however, the incoming President Elect may be elected a Director for a three year term. Elected Directors may serve no more than two (2) consecutive full terms. However, after an absence of one (1) year, after his or her final term, any former Elected Director shall be eligible for re-election to the Board. A Director who has served more than half a term shall be considered to have served a full term.

SECTION 4.04. Resignations. An ONE/NJ Director may resign at any time by giving written notice to the ONE/NJ 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 ONE/NJ President.

SECTION 4.05. Removal. Any Elected Director may be removed at any time, with cause, by the ONE/NJ Board of Directors. Removal shall be either automatic or discretionary. Automatic removal shall be effected if a Director: a) loses his/her license to practice; or b) permanently moves out of the state of New Jersey, but only if such relocation occurs more than six (6) months before the natural expiration of the Director’s term. Discretionary removal may be exercised against Directors who have demonstrated an inability or unwillingness to carry out and facilitate the approved policies and purposes of ONE/NJ or who have resigned or been removed as ONE/NJ Officers.

SECTION 4.06. Annual Review. The Board of Directors shall conduct a self-evaluation annually prior to December 31 of each year. The President shall determine the method and timing of the Board of Directors’ self-evaluation.

SECTION 4.07. Vacancies. Any vacancy occurring among the elected Directors shall be filled by a Full Member appointed by the President and approved by the ONE/NJ Board of Directors. Any directorship to be filled by reason of an increase in the number of ONE/NJ Directors shall be filled by vote of the Full Members. Each ONE/NJ Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

SECTION 4.08. Regular Meetings. The ONE/NJ Board of Directors shall hold regular meetings at such places and at such times as it may designate by resolution, without other notice than such resolution.

SECTION 4.09. Special Meetings. Special meetings of the ONE/NJ Board of Directors may be held at any time: 1) upon the call of the President; 2) at the request in writing of any two (2) or more ONE/NJ Directors; or 3) by the ONE/NJ Executive Director.

SECTION 4.10. Notice of Special Meetings. Notice of each special meeting of the ONE/NJ Board of Directors shall be communicated to each ONE/NJ Director by facsimile, electronic mail or postal service, addressed to him or her at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is
to be held, notice may be waived in writing by an ONE/NJ Director, either before or after the meeting. Attendance of an ONE/NJ Director at any meeting shall constitute a waiver of notice of such meeting except where the ONE/NJ Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the ONE/NJ Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.11. Quorum and Action. One half plus one of the number of Directors constituting a Full Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by these Bylaws. Directors may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment, which enables all persons participating in the meeting to communicate with one another.

SECTION 4.12. Action Without a Meeting. Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting if, prior to such action, a consent in writing setting forth such action is signed by all of the Directors or members of the committee and is filed in the minutes of the proceedings of the Board or such committee. Any such consent shall have the same effect as a unanimous vote.

SECTION 4.13. Conflict of Interest. 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 V
Officers

SECTION 5.01. Designation, Election and Term of Office. The ONE/NJ Officers shall consist of a President, a President-Elect and an immediate Past President, and Executive Director shall serve as Secretary/Treasurer to the organization. Each term a President-Elect shall be elected by the ONE/NJ Full Members, and he or she shall take office on the first day of January each year. When the incoming President-Elect takes office, the then President-Elect shall succeed to the office of President and the then President shall succeed to the office of Past President. The Executive Director shall be selected by the Executive Board of ONE/NJ and the Senior Vice President of NJHA. All Officers, with the exception of the Executive Director shall hold office for two years, until their successors have been duly elected and qualified, or until their resignation, removal, or death.

SECTION 5.02. Eligibility. When serving as an Officer, other than as Executive Director, an individual must, at the same time, be an elected Director of the ONE/NJ pursuant to election by the Full Members.

SECTION 5.03. President. The President shall preside at all meetings of the Board of Directors and shall appoint all committees, with the approval of the ONE/NJ Board of Directors.

SECTION 5.04. Past President and President-Elect. The President-Elect shall have all the powers and perform all of the duties of the President in the absence or incapacity of the President. The Past President and the President-Elect shall perform such other duties as may be assigned to them by the ONE/NJ Board of Directors.

SECTION 5.05. Executive Director. The Executive Director shall be the chief executive officer of the ONE/NJ and serve ex officio on and as Secretary/Treasurer of the ONE/NJ Board. The Executive Director shall give, or cause to be given, notice of all special meetings of the ONE/NJ Board of Directors, unless notice thereof is waived, shall supervise the custody of all records and reports of the ONE/NJ and shall be responsible for the keeping and reporting of adequate records of all meetings of the ONE/NJ Board of Directors. In addition, the Executive Director shall be the custodian of the seal of the ONE/NJ, if one shall be adopted. The Executive Director shall prepare an annual budget, which shall be reviewed by the Board of Directors for adoption and subsequent submission to the New Jersey Hospital Association for approval. The Executive Director shall have charge and custody of all funds and keep a full and correct account of receipts and disbursements in the books of the ONE/NJ and shall deposit all moneys and other valuable effects in the name and to the credit of ONE/NJ in such banks of deposit as may be designated by the ONE/NJ Board of Directors, and shall render to the President and the ONE/NJ Board of Directors, whenever they may require it, an account of all his or her transactions as Executive Director and of the financial condition of the ONE/NJ. The Executive Director shall also perform such other duties as may be assigned to him or her by the ONE/NJ Board of Directors.

SECTION 5.06. Resignation. The President may resign by giving written notice to the Board of Directors and the ONE/NJ Executive Director. The Executive Director may resign by giving written notice to the President of ONE/NJ and the Board of Directors. Any Officer may resign at any time by giving written notice to the ONE/NJ President. Any such resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon the receipt of such resignation by the appropriate individual(s).

SECTION 5.07. Removal. Any of the Officers designated in Section 5.01, except the Executive Director, may be removed at any time, with cause, by a 2/3 vote of the ONE/NJ Board of Directors, whenever in their judgment the best interests of ONE/NJ will be served thereby. Any Officer shall be automatically removed for loss of Full Membership or Directorship status or failure to maintain eligibility for such status.

SECTION 5.08. Vacancies. A vacancy may occur in any office because of resignation, removal, disqualification, death, or otherwise. If the office of Past President shall become vacant, the position shall remain vacant for the remainder of the term. If the office of the President shall become vacant, the President-Elect shall succeed to the office of the President and shall continue to serve as President for the remainder of that term and for the subsequent term. If the office of President-Elect becomes vacant either because of the succession of the President-Elect to the office of President or for other reasons, and the Annual Session cannot be scheduled within three (3) months of the date of such vacancy, a special ballot shall be sent to each Full Member for the purpose of electing a President-Elect. The Board of Directors or its designee shall direct and verify the results of the special ballot. If the Annual Session can be held within three (3) months of the date of such vacancy, the President-Elect shall be elected by the ONE/NJ Board of Directors and shall meet at the call of the President. The committee shall have the power to transact all regular business of the ONE/NJ between Board meetings as necessary to expedite the ONE/NJ business, except as expressly prohibited by the ONE/NJ and these Bylaws.

SECTION 6.01. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Past President, and the Executive Director (whose capacity is also Secretary/Treasurer), so long as each remains a Director, and shall meet at the call of the President. The committee shall have the power to transact all regular business of the ONE/NJ between Board meetings as necessary to expedite the ONE/NJ business, except as expressly prohibited by the ONE/NJ and these Bylaws.

SECTION 6.02. Other Committees and Commissions. The ONE/NJ Board of Directors, by resolution duly adopted, may designate other committees and/or commissions to aid and assist the ONE/NJ Board of Directors in the management of the affairs of the ONE/NJ. The President of ONE/NJ shall appoint a Chairperson from among the ONE/NJ membership. The Chairperson shall appoint the members of all such committees, subject to the approval of the President of ONE/NJ and the Board of Directors. All committee members must be members of ONE/NJ. Committee members are expected to attend 50% of the meetings either in person or by telephone. Failure to meet this requirement will result in removal from the committee unless a bona fide emergency or event is reviewed and accepted by the chair of the committee. Each committee should meet a minimum of six times/year. A Board member will be appointed as sponsor to each committee unless the chair is a board member.

ARTICLE VI
Committees and Commissions

ARTICLE VII
Conflict Resolution

ARTICLE VIII
Miscellaneous Provisions

SECTION 8.01. Indemnification of Directors and Officers. The ONE/NJ shall indemnify any person who was or is an ONE/NJ Director or ONE/NJ officer, or who was or is serving at the request of the ONE/NJ and who was acting within the scope of the authority granted them by ONE/NJ.

SECTION 8.02. Fiscal Year. The fiscal year of the ONE/NJ shall end on the last day of December of each year.

SECTION 8.03 Voting and Communications. In all instances where these bylaws contain language for voting and communications, the Board of Directors may utilize electronic means when deemed appropriate.

ARTICLE IX Amendments

SECTION 9.01. Method of Amendment. These ONE/NJ Bylaws may be altered, amended, or repealed, and new Bylaws may be made and adopted only with the approval and proposal by the ONE/NJ members and the Board.