



AWHONN

PROMOTING THE HEALTH OF
WOMEN AND NEWBORNS

AWHONN Committee Overview

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Vision, Mission, and Strategic Goals

Vision

“Making a difference in the lives of women and newborns.”

Our members are committed to the health of women and newborns.

Mission

Empower and support nurses caring for women, newborns, and their families through research, education, and advocacy.

Strategic Goals

- **Diversity:** Promote diversity and inclusion in our organization and profession
- **Awareness:** Advocate for critical issues that impact nursing care to women and newborns while developing collaborations with other communities and organizations
- **Commitment to Members:** Maximize the member experience
- **Knowledge:** Advance AWHONN as the trusted leader in research, education, and evidence-based practice
- **Infrastructure:** Invest in people, technology, and facilities to advance the mission of the organization

Accountability, Belonging, and Culture Statement

As AWHONN continues to evolve, we are reminded of our commitment to support the nurses who strive to provide culturally proficient and gender-affirming care for all women, transgender people, non-binary people, birthing people, and newborns regardless of race, ethnicity, nationality, language, sex, gender identity, sexual orientation, carceral state, dis/ability, citizenship, immigration status, income, or health insurance status. As an organization, we are adopting the following principles to guide us further toward our mission and vision.

Guiding Principles

- **Accountability.** AWHONN holds itself accountable to its members, patients, and communities to actively drive and participate in actions that disrupt and dismantle antiquated, oppressive, and non-scientific practices, ideologies, or beliefs that interfere with the provision of accessible and equitable care.
- **Belonging.** AWHONN is intentional about creating safe environments where all members feel they are seen, valued, and belong. When members feel they belong, they achieve greater professional success, personal satisfaction, and a lifelong commitment to nursing.
- **Culture.** AWHONN supports and advocates for a collective fundamental shift in the culture of nursing to address America’s health care crisis by committing to the professional growth and advancement of nursing. This includes eliminating barriers to recruiting (horizontal and vertical violence, burnout, moral injury, etc.) and retaining a well-prepared and representative nursing workforce.

AWHONN National Committees

Volunteers provide invaluable ideas, energy, and support to AWHONN's programs, projects, and services to help us achieve our mission. AWHONN's national volunteer groups work with our national leadership and staff to move forward the strategic goals and initiatives of the organization.

According to AWHONN Bylaws, both voting and non-voting members of AWHONN may serve on committees, with the exception of the Finance Committee and the Nominating and Governance Committee, on which non-voting members cannot serve. Additionally, the chair of each committee shall be a voting member. Non-voting members that are on a committee may vote on matters submitted to those committees. Committee volunteers are encouraged to give a personally meaningful annual gift to [Every Woman, Every Baby](#).

Unless defined in the bylaws, committee terms are to be defined by policy. Most committees generally have one-year terms unless otherwise noted. The National Nominating Committee and Finance Committee terms are defined in the bylaws, which can be found in **Board of Director's Committee Liaison**

The Board of Director's Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. Individual committees may have more prescriptive expectations that supersede these basic duties.

Committee Liaison Responsibilities:

- Monitor and report on progress
- Act as conduit for information flow
 - Liaison to the Board of Directors
 - Act as a link between the staff and outside resources
- Overcomes problems and challenges of the committee
- Advise on resources
- Mentor future leaders
- Liaisons do not have a voting role

Appendix B.: AWHONN Bylaws.

For a complete list of job descriptions, please see **Appendix A.: Committee Job Descriptions.**

Accountability, Belonging, and Culture (ABC) Committee

The Accountability, Belonging, and Culture (ABC) Committee provides input, insight, and recommendations to assist AWHONN's strategic initiatives for diversity and inclusion.

Staff Liaisons: Viannella Halsall, MPH, CHES

Executive Team Staff Liaison: Danielle Jones, PhD, MPH

Committee Size: 12 to 14 members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets virtually 5 to 6 times per year and as needed for the completion of time-sensitive projects.

Reimbursements: N/A

Term: One year; able to be reappointed for three years

Convention Program Committee

The Convention Program Committee is responsible for developing the Convention's educational learning outcomes, identifying topics that will be of interest to participants, and selecting topics/presenters to offer high-quality content.

Staff Liaison: Stephanie Fassett, Sarah Perret-Goluboff, Carolyn Vanderwyst

Executive Team Staff Liaison: Karen Crowley, DNP, APRN-BC, WHNP, ANP, CNE

Committee Size: Eight members

Time Commitment: High (greater than 100 hours)

Meeting Requirements: The committee meets monthly virtually, once in person, and directly manages the Convention programming.

Reimbursements: Pre-convention onsite planning meeting, which travel and accommodations for one night. Complimentary registration for Pre-cons and Convention, travel and accommodations, and a Convention VIP reception invitation.

Term: 16 months

Development Committee

The Development Committee helps raise funds to support AWHONN's mission of promoting the health of women and newborns by engaging members and others in supporting the [Every Woman, Every Baby \(EWEB\) charitable giving program](#). Committee members serve as giving ambassadors for AWHONN, helping foster a culture of philanthropy among members.

Staff Liaisons: Megan Santee; Chuck Salvetti, MA, CAE

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: 12 to 16 members

Time Commitment: Medium (up to 60 hours)

Meeting Requirements: The committee meets virtually five to six times per year and may convene in person during the Leadership Development Conference (LDC).

Reimbursements: Complimentary LDC registration, travel reimbursement up to \$500, and one night of lodging for a committee meeting held the day before LDC begins (only if meeting at LDC).

Term: One year, with eligibility for reappointment for a total of three years.

Educational Advisory Committee

The Educational Advisory Committee provides guidance to help AWHONN develop the highest levels of educational products and services for our members and to assure the engagement and development of nurse educators practicing in women's health, obstetric, and neonatal nursing while supporting those educators working in unique and diverse practice settings.

Staff Liaisons: Sarah Copple, MSN, RNC-MNN, C-ONQS

Executive Team Staff Liaison: Karen Crowley, DNP, APRN-BC, WHNP, ANP, CNE

Committee Size: 12 to 14 members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets monthly virtually. Small group or individual work is conducted between meetings. There is a suggested (optional) in-person meeting at the Convention.

Reimbursements: N/A

Term: Two years; able to be reappointed for two years

Ethics and Compliance Committee

The purpose of the Ethics and Compliance Committee is to assist and support the AWHONN Board of Directors in fulfilling its responsibilities regarding ensuring the organization and its members adhere to high ethical standards. It oversees AWHONN's compliance with its ethics policies and procedures as well as AWHONN members' and participants' compliance with published codes of conduct, such as the AWHONN Social Media Code of Conduct, the AWHONN Event Code of Conduct Policy, the AWHONN Virtual Programs Code of Conduct Policy, and the AWHONN Bylaws. The committee will also review appeals related to the Fetal Heart Monitoring and Obstetric Patient Safety Programs.

Staff Liaisons: Ben Scheich, MS

Executive Team Staff Liaison: Ben Scheich, MS

Committee Size: Five members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee shall meet with whatever frequency it deems necessary to fulfill its responsibilities, either in conjunction with regularly scheduled meetings of the Board or otherwise, either in person or virtually.

Reimbursements: N/A

Term: One year term; eligible for reappointment to a second one-year term, at the conclusion of the second one-year term, the member is ineligible for reappointment for one year.

Evidence-Based Practice Committee

The Evidence-Based Practice Committee (EBPC) will help provide insight into Evidence-Based Practice programs, products, and scholarships.

Staff Liaisons: Susan Hale, DNP, MSN, RNC-OB, C-EFM, C-ONQS, EBP-C, CHSE

Executive Team Staff Liaison: Karen Crowley, DNP, APRN-BC, WHNP, ANP, CNE

Committee Size: Six to eight members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets monthly virtually, and members should attend the AWHONN EBP and Research Scholars reception at the Convention.

Reimbursements: N/A

Term: Two-year appointment with possible two-year renewal, 50% rotation each year

Prerequisites: Member must have attended an EBP immersion or have completed an EBP project in their facility and have the ability to mentor AWHONN members through EBP projects.

Finance Committee

The National Finance Committee supports the Board and staff primarily by providing financial oversight for the organization.

Staff Liaisons: TBA

Executive Team Staff Liaison: Albert Jimenez, CPA

Committee Size: Five members per the bylaws

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee typically meets virtually three to four times per year.

Reimbursements: N/A

Term: See **Board of Director's Committee Liaison**

The Board of Director's Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. Individual committees may have more prescriptive expectations that supersede these basic duties.

Committee Liaison Responsibilities:

- Monitor and report on progress
- Act as conduit for information flow
 - Liaison to the Board of Directors
 - Act as a link between the staff and outside resources
- Overcomes problems and challenges of the committee
- Advise on resources
- Mentor future leaders
- Liaisons do not have a voting role

Appendix B.: AWHONN Bylaws for more information.

Global Health Initiatives Advisory Panel

The Global Health Initiatives Advisory Panel (GHIAP) will achieve the following goals: 1) Position AWHONN as a global organization, 2) Raise awareness of the health of women and newborns globally, and 3) Support the training and development needs of an international workforce of women's health and perinatal nurses ready to meet global challenges. In addition, the GHIAP will advise on the AWHONN Perinatal Education Xchange program. The GHIAP will also facilitate relationships with international partners and the development of educational content that prepares members for global work in their communities and abroad. The GHIAP will be composed of members with experience practicing abroad, partnering with non-government organizations, and providing care to immigrant and or refugee populations.

Staff Liaisons: Viannella Halsall, MPH, CHES

Executive Team Staff Liaison: Danielle Jones, PhD, MPH

Committee Size: Five to eight members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The panel meets by conference call or webinar 4 to 6 times per year and as needed for the completion of time-sensitive projects.

Reimbursements: N/A

Term: One year

Membership Committee

The Membership Committee supports the growth and vitality of AWHONN by working with staff to develop recommendations, policies, and strategies to strengthen [membership](#) recruitment, retention, and engagement, advancing the organization's strategic plan and membership goals. The committee provides a vital link between AWHONN and the attitudes, expectations, and needs of members, offering a forum for membership-related issues and trends.

Staff Liaisons: Megan Santee; Chuck Salvetti, MA, CAE;

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: 10 to 14 members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets virtually eight to ten times per year.

Reimbursements: N/A

Term: One year, with eligibility for reappointment for a total of three years.

Nominating and Governance Committee

The Nominating and Governance Committee is responsible for identifying qualified candidates to serve on AWHONN's Board of Directors and overseeing bylaws compliance, including making recommendations for changes to the bylaws and interpretation of bylaws questions.

Staff Liaisons: Rick Burt, CAE

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: Nine members per the bylaws

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets virtually.

Reimbursements: N/A

Term: Two years; staggered terms; See **Board of Director's Committee Liaison**

The Board of Director's Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. Individual committees may have more prescriptive expectations that supersede these basic duties.

Committee Liaison Responsibilities:

- Monitor and report on progress
- Act as conduit for information flow
 - Liaison to the Board of Directors
 - Act as a link between the staff and outside resources
- Overcomes problems and challenges of the committee
- Advise on resources
- Mentor future leaders
- Liaisons do not have a voting role

Appendix B.: AWHONN Bylaws for more information.

Public Policy Committee

The National Public Policy Committee supports the Board of Directors and staff in developing AWHONN's federal public policy priorities, as well as the action plans behind them.

Staff Liaisons: Seth Chase, MA

Executive Team Staff Liaison: Ben Scheich, MS

Committee Size: 12 to 14 members

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets monthly and presents a program at the AWHONN Convention.

Reimbursements: N/A

Term: One year

Research Advisory Panel

The Research Advisory Panel (RAP) is responsible for developing the association's research agenda, mentoring novice researchers, selecting recipients for AWHONN's small grants program, and scoring Convention research abstracts and papers.

Staff Liaisons: Angela Lober, PhD, MPH, RN, IBCLC

Executive Team Staff Liaison: Karen Crowley, DNP, APRN-BC, WHNP, ANP, CNE

Committee Size: 10 members on the main panel; there is no limit on the number of corresponding members.

Time Commitment: Low (up to 40 hours)

Meeting Requirements: The committee meets virtually as needed.

Reimbursements: N/A

Term:

- Members: Three years, 30% rotation each year
- Corresponding members: 1 year

Section Advisory Committee

The Section Advisory Committee (SAC) assists Sections in assessing, planning, implementing, and evaluating strategies for success at the regional level. The SAC serves as a liaison between the districts, Sections, Chapters, the Board of Directors, and Headquarters with activities, communications, and AWHONN-lead initiatives.

To be eligible, candidates must be a former elected Section Chairs, Section Secretary-Treasurers, or Board members, and must not currently hold an elected position. Preference is given to those residing in the district they will represent at the start of their term.

Staff Liaisons: Nick Stepaniak, M.Ed.

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: 12 to 14 members

Time Commitment: Medium (up to 60 hours)

Meeting Requirements: The committee meets virtually six to eight times per year and in person during the LDC.

Reimbursements: Complimentary Convention and LDC registration; LDC travel reimbursement up to \$500

Term: Two years; able to be reappointed for one additional two-year term

Special Interest Group (SIG) Chairs and Vice Chairs

Within our increasingly diverse organization, AWHONN is committed to ensuring all members feel they are seen, valued, and belong. AWHONN's Special Interest Groups (SIGs) were created to serve as a safe space where all members can connect, convene, and collaborate around shared personal and professional interests. SIGs are peer-to-peer networking and information exchanges. They support the collective voice of all members while recognizing their diversity in interests, specialties, and experiences to facilitate engagement among groups.

As a participant in the SIG communities, you can affect change.

- Bring to light and make recommendations on topics that merit new education programming, policies, and research
- Contribute to a unified message to leadership on issues
- Take on volunteer roles to demonstrate your commitment to the profession and the patients you serve
- Amplify AWHONN resources available to members and the public about areas of interest

AWHONN's SIGs include:

- Black, Indigenous, and People of Color (BIPOC)
- Disability
- Early Career
- Global Health
- Internationally Educated Nurses (IENs)
- Men
- Nurse Entrepreneurs
- Pride
- Rural
- Students
- Veterans, DoD Employees, and Military Spouses

Staff Liaisons: Viannella Halsall, MPH, CHES

Executive Team Staff Liaison: Danielle Jones, PhD, MPH

Committee Size: 11 Chairs and 11 Vice Chairs

Time Commitment: Medium (up to 60 hours)

Meeting Requirements: Chairs and Vice-Chairs meet virtually four to six times per year and moderate in-person networking events at Convention.

Reimbursements: Registration and one night's hotel stay for AWHONN National Convention will be provided to SIG Chairs and Vice-Chairs who host a confirmed SIG activity before March 31st.

Term: One year; able to be reappointed for three years

Board of Director's Committee Liaison

The Board Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. This role is essential for fostering communication, collaboration, and alignment, ensuring that AWHONN's objectives are achieved, and the committee's efforts are effectively integrated into the strategic vision. Individual committees may have more prescriptive expectations that supersede these basic duties.

Fellow's Liaison

The Fellow's Committee Liaison serves as a communication link between the AWHONN Fellows and the committee. This optional, non-voting position is intended to keep Fellows informed about the committee's work and to share updates, activities, and opportunities with the broader Fellows community. The Liaison helps promote engagement across AWHONN and may also provide subject-matter expertise to support the committee's efforts. Not every committee includes a Fellow's Liaison, and only active Fellows are eligible to serve in this role. Fellows may also participate in committees without serving as a Liaison.

Removal from Committees

Committee members may be removed from a committee for several reasons, including a member electing to resign, lack of engagement, or lapsing in membership. Upon resignation or removal, the member will not be eligible to rejoin the committee. They can apply to any committee during the next committee application cycle. Removal from a committee may influence the ability to serve on this or other AWHONN committees in the future.

Request to Resign from Committee

A committee member may request to resign from the committee. The request should be submitted in writing to the committee's staff liaison. The date of notification will be considered the last date of engagement.

Lack of Engagement

If a member has been unreachable or uninvolved in a committee for an extended period of time, the committee's staff liaison is charged with attempting to reengage them. If this proves unsuccessful, the staff liaison can notify them that they are at risk of removal from the committee. It is recommended that the staff liaison contacts the member at least three times via two different types of communication within a 30-day period before the member is removed from the committee.

Lapsed Membership

All committee members must be members to sit on the committee. Lapsed members should not be considered for a committee during the application process. If a member lapses during their committee tenure, the staff liaison will be notified. The staff liaison is responsible for reaching out to the committee members and reminding them to renew

their membership by the end of that month. It is recommended that the staff liaison contacts the members at least three times via two different types of communication. If the member is still lapsed at the start of the next month, they will be removed from the committee.

Reimbursements

Unless otherwise denoted in the committee description above, AWHONN does not pay travel and other expenses to participate in committee meetings, the LDC, or the AWHONN Convention. We hope that you will find the volunteer experience personally and professionally rewarding.

AWHONN Bylaws

AWHONN's Bylaws define the structure and operations of the organization. This document contains information on the purpose and function of AWHONN, information on membership, National Officers, the Board of Directors, committees, and special interest groups. It also outlines the organizational structure, including the function of Headquarters, Sections, and Chapters. To read the AWHONN Bylaws in full, please see **Board of Director's Committee Liaison**

The Board of Director's Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. Individual committees may have more prescriptive expectations that supersede these basic duties.

Committee Liaison Responsibilities:

- Monitor and report on progress
- Act as conduit for information flow
 - Liaison to the Board of Directors
 - Act as a link between the staff and outside resources
- Overcomes problems and challenges of the committee
- Advise on resources
- Mentor future leaders
- Liaisons do not have a voting role

Appendix B.: AWHONN Bylaws.

Policies on Avoidance of Conflict of Interest, Loyalty and Confidentiality, and Copyright Assignment

AWHONN's Policies on Avoidance of Conflict of Interest, Loyalty and Confidentiality, Copyright Assignment, and Disclosure recognizes that volunteers are often called upon by various organizations to perform many different roles. This can cause actual or potential conflicts of interest to arise without fault of the person. These policies aim to address any conflict in a forthright and proper manner for both parties. A signed Conflict of Interest form is requested of all national committee volunteers.

The full Conflict of Interest & Principles for Ethical Form can be found on AWHONN's website at [Conflict of Interest & Principles for Ethical Form – AWHONN](#) as well as in **Appendix C.: Policies on Avoidance of Conflict of Interest, Loyalty and Confidentiality, and Copyright Assignment**.

AWHONN Event Code of Conduct

AWHONN is committed to providing a safe, productive, and welcoming environment for all meeting participants and AWHONN staff. All participants, including, but not limited to, attendees, speakers, volunteers, exhibitors, AWHONN staff members, service providers, and all others are expected to abide by this Virtual Programs Code of Conduct. This policy applies to all AWHONN meeting-related events, including those sponsored by organizations other than AWHONN but held in conjunction with AWHONN events on public or private platforms.

AWHONN has zero tolerance for any form of discrimination or harassment, including but not limited to sexual harassment by participants or our staff at our meetings. If you experience harassment or hear of any incidents of unacceptable behavior, AWHONN asks that you inform Billie Robinson, MBA, CAE, Vice President of Strategic Partnerships, Marketing, Communications, and Meetings at brobinson@awhonn.org; Nichole Goode, Chief of Staff, at ngoode@awhonn.org; or Julie Zimmerman, AWHONN Secretary/Treasurer, at leadership@awhonn.org.

Unacceptable behavior is defined as:

- Harassment, intimidation, or discrimination in any form.
- Verbal abuse of any attendee, speaker, volunteer, exhibitor, AWHONN staff member, service provider, or other meeting guest. Examples of verbal abuse include but are not limited to, verbal comments related to gender, sexual orientation, disability, physical appearance, body size, race, religion, national origin, inappropriate use of nudity and/or sexual images in public spaces or in presentations, or threatening or stalking any attendee, speaker, volunteer, exhibitor, AWHONN staff member, service provider, or other meeting guest.

- Disruption of presentations during sessions, in the exhibit hall, or at other events organized by AWHONN throughout the virtual meeting. All participants must comply with the instructions of the moderator and any AWHONN virtual event staff.
- Presentations, postings, and messages should not contain promotional materials, special offers, job offers, product announcements, or solicitations for services. AWHONN reserves the right to remove such messages and potentially ban sources of those solicitations.
- Participants should not copy or take screenshots of Q&A or any chat room activity that takes place in the virtual space.

AWHONN reserves the right to take any action deemed necessary and appropriate, including immediate removal from the meeting without warning or refund, in response to any incident of unacceptable behavior, and AWHONN reserves the right to prohibit attendance at any future meeting, virtually or in person.

AWHONN Social Media Code of Conduct

The AWHONN Social Media Code of Conduct reflects who we are, what is important to us, and how we communicate in our meetings and in our online communities.

The code provides an overview of the general rules and policies that are consistent with the high standards of business ethics we uphold and emphasizes the value we place on trust and treating all members of our community with respect. That's why we count on every member to follow our code, observe high standards of integrity, and make decisions that will preserve trust. The code is a great resource, but it does not cover every situation, so it is important to use good judgment in everything you do and to contact AWHONN if you're ever unsure about the right course of action. While we encourage a lively exchange of ideas and insights, we do ask that you read and adhere to the AWHONN Social Media Code of Conduct when participating in AWHONN discussions. The full AWHONN Social Media Code of Conduct can be found on the AWHONN website at [AWHONN Social Media Code of Conduct - AWHONN](#) or in **Appendix D.: Social Media Code of Conduct**

Appendix A.: Committee Job Descriptions

Accountability, Belonging, and Culture Committee

The mission of the Accountability, Belonging, and Culture (ABC) Committee is to advise AWHONN leadership on the development and implementation of the organization's strategic diversity, equity, and inclusion goals and objectives. In addition, the ABC Committee is responsible for applying a diversity, equity, and inclusion lens and utilizing an antiracism framework to inform, educate, and guide AWHONN staff and volunteer leaders on programs, policies, education, and research that addresses disparities in patient care and the needs of the workforce.

Member Responsibilities:

- Attend all meetings (conference call and virtual)
- Review all relevant material prior to meetings and be prepared to make meaningful contributions that support AWHONN's strategic priorities
- Promote member involvement by maintaining an understanding of activities, discussions, and programs
- Examine strategies of the association and ensure ABC is supported within the major pieces of work
- Monitor, evaluate, and recalibrate ABC goals, priorities, and recommendations
- Be an advocate for members that are underrepresented
- Serve as a content expert
- Engage with volunteer leaders at all levels (national, Section, and Chapter) in activities that foster a culture of belonging
- Partner with AWHONN staff to secure resources needed to meet ABC needs and goals
- Review and refer recommendations provided by Special Interest Groups to the Board of Directors or other AWHONN committees as appropriate
- Respond promptly to correspondence and information requests from the staff liaisons and other group members
- Represent the ABC Committee to internal and external stakeholders, as requested
- Maintain current full membership in AWHONN during the volunteer term
- Immediately inform the Executive Staff Liaison and Chair if personal or professional circumstances change to the extent that they cause disruption in the ability to perform the above-listed responsibilities

Awards Committee

The Awards Committee will consist of volunteers who apply for selection, past recipients of awards, appointed representatives from the Emerging Leaders Program, Accountability, Belonging, and Culture Committee, and the Research Advisory Panel.

Responsibilities:

- Attend all meetings (conference call and virtual) and notify the primary staff liaison whenever a scheduling conflict occurs

- Review all relevant material prior to meetings. Prepare to make contributions and voice objective opinions concerning issues and activities
- Be willing to encourage award application submissions
- Review awards and their applicable criteria and provide recommendations for revisions
- Review and score eligible candidate applications
- Must be able to participate in reviewer training and utilize the electronic award scoring tool
- Evaluate nominations and make final recommendations of award recipients to the AWHONN Board of Directors
- Respond promptly to correspondence and information requests from the staff liaisons and other group members
- Represent the group in other meetings of AWHONN, as requested
- Maintain current full membership in AWHONN during the volunteer term
- Immediately inform the Staff Liaison and Chair if personal or professional circumstances change to the extent that they disrupt the ability to perform the above-listed responsibilities

Convention Program Committee

The Convention Program Committee (CPC) is responsible for developing the Convention's educational learning outcome, identifying topics that will be of interest to participants, and selecting topics/presenters to offer high-quality content.

Member Responsibilities:

- Review learning needs assessment, including review of participant, staff, faculty, and planner feedback from the previous Convention
- Develop Convention learning outcomes and objectives
- Initiate identification of topics and presenters for invited speaker sessions
- Review and score podium proposals for concurrent sessions
- Determine categories and criteria for review of proposals

Development Committee

The Development Committee advances AWHONN's mission by supporting the [Every Woman, Every Baby \(EWEB\) charitable giving program](#). Committee members serve as giving ambassadors, actively participating in fundraising efforts, donor stewardship, and development initiatives. Members commit to raising or giving at the Platinum Donor Level (\$1,000 annually), attending meetings, and contributing their talents to advance AWHONN's strategic fundraising goals. The committee meets virtually five to six times per year and may convene in person at the Leadership Development Conference (LDC). Terms are for one year, with eligibility for reappointment for up to three years.

Responsibilities:

- Attend all committee meetings.
- Review all relevant materials prior to meetings and come prepared to contribute to discussions.
- Provide feedback/input to AWHONN staff liaison(s) for Board of Directors reports.

- Promote volunteer involvement by staying informed about AWHONN activities and committee-specific initiatives.
- Help maintain clarity on the committee's role within AWHONN's structure.
- Support AWHONN's diversity, equity, and inclusion efforts by helping identify and encourage a diverse pool of future leaders and applicants.
- Represent the committee at meetings of other AWHONN groups as requested.
- Regularly call and send thank-you emails/notes to donors.
- Review and score applications for Convention Scholarships and/or NOEP/POEP Scholarships as needed.
- Personally raise or give to EWEB at the Platinum Donor Level (minimum \$1,000 cumulative annual contribution).
- Solicit donations to EWEB from fellow members, individuals, organizations, and for-profit companies.
- Offer insights and feedback on development campaigns.
- Apply specialized talents and skills to help accomplish development project goals.
- Serve on at least one task force (time commitment is in addition to Development Committee duties).
- Respond promptly to correspondence and information requests from internal and external stakeholders.
- Maintain full AWHONN membership during the volunteer term.
- Accept and complete special assignments as requested.
- Notify the Staff Liaison and Chair promptly if personal or professional circumstances affect your ability to fulfill responsibilities.

Educational Advisory Committee

The mission of the Educational Advisory Committee (EAC) is to provide the highest level of educational products and programs for AWHONN members and to promote the engagement and development of nurse educators practicing in women's health, obstetrics, and neonatal nursing, including those educators working in unique and diverse practice settings.

Responsibilities:

- Ensure that AWHONN members and others have access to quality educational programs and resources that enhance patient care
- Increase knowledge, skills, and attitudes of nurses caring for women and newborns
- Elevate the practice of nursing
- Ensure resources are available to support adaptation to the rapid pace of health care change and challenges
- Support novice specialty nurses to respond to workforce needs

Ethics and Compliance Committee

The Ethics and Compliance Committee is charged with assisting and supporting the AWHONN Board of Directors with overseeing AWHONN members' compliance with the AWHONN Codes of Conduct. The committee will act in good faith, exercise honest judgment, and be free from conflicts of interest that would reasonably impede any committee member's impartial judgment. Unless the committee is specifically given approval authority regarding any of its responsibilities as outlined below, it is understood that the committee is expected to make recommendations to

the Board, with final action being taken by the Board, or as the Board may determine the Executive Committee.

Responsibilities:

- Administer the procedures for review of member conduct for AWHONN events, educational activities, membership activities, and governance activities
- Review complaints regarding potential violations of the AWHONN Social Media Code of Conduct, the AWHONN Event Code of Conduct, AWHONN Virtual Programs Code of Conduct, and AWHONN Bylaws
- Make recommendations for disciplinary action or responses to violations of the AWHONN Social Media Code of Conduct, the AWHONN Event Code of Conduct, AWHONN Virtual Programs Code of Conduct, and AWHONN Bylaws
- Review appeals for complaints made by members or concerns that arise from staff regarding Fetal Heart Monitoring and Obstetric Patient Safety Program Instructors related to administrative guideline adherence
- Advise on appeals for disciplinary actions related to member program instructor related to administrative guideline violations
- Review ethics complaints
- Review complaints and provide recommendations regarding potential member conflict of interest issues
- Review complaints and provide recommendations regarding potential AWHONN Bylaw violations
- Provide support and insight related to conflicts or issues related to award candidates to be considered by the Board
- Recommend to the Board of Directors the establishment of a task force or other management personnel for the purpose of investigating and taking actions in the area the committee deems appropriate, in consultation with legal counsel and with any conflicted Board members recused from such deliberations and decision-making
- Prepare an annual summary of the committee's actions and recommend changes to ethics policies and procedures to be presented to the Board of Directors

Please note, when considering membership to this committee, the following items may be considered as part of the application process:

- Years of experience in ethics/compliance work
- Certification in ethics and or compliance
- Past President/Board members/other familiarity with AWHONN governance structure, activities, or Bylaws
- JD degree or other relevant law/legal degree
- Instructor program familiarity

Evidence-Based Practice Committee

The Evidence-Based Practice Committee's (EBP) mission is to uphold the integrity of evidence-based practice through a commitment to provide current, up-to-date, and validated guidance in

practice for women's health, obstetric, and neonatal nursing and support to AWHONN members throughout the EBP process by mentoring and providing leadership.

Responsibilities:

- Promote broad dissemination and implementation of evidence-based care resources
- Review and evaluate evidence-based resources and programs based on AWHONN member needs
- Solicit and receive feedback on recommendations for evidence-based resources
- Select EBP scholars and mentors from AWHONN members during EBP implementation
- Collaborate with other AWHONN committees, as indicated
- Explore and establish novel approaches for the dissemination of evidence-based practice for implementation
- Promote scholarship within the obstetric, neonatal, and women's health specialties (certifications, etc.)

Finance Committee

The National Finance Committee supports the Board of Directors and staff primarily by providing financial oversight for the organization. It is comprised of two Board Directors and two voting members with the current Secretary/Treasurer serving as the Chair. The Board's current President-Elect and Chief Executive Officer shall serve as an ex-officio non-voting member of the Finance Committee.

Responsibilities:

- Advise the Board of Directors on matters relating to long-term financial planning
- Assist the Board of Directors with fiduciary responsibility and stewardship of funds
- Review and recommend an association operating budget (including Headquarters, Section, and Chapter activity) to the Board of Directors
- Analyze the financial implications of new program proposals and recommend Board of Director's action
- Recommend a membership dues structure to the Board of Directors
- Provide programs that generate non-dues sources of revenue
- Select an auditor to be approved by the Board of Directors and review annual audited financial statements
- Ensure compliance with AWHONN requirements and policies as to financial matters

Global Health Initiatives Advisory Panel

The Global Health Initiatives Advisory Panel will achieve the following goals:

- 1) Position AWHONN as a global organization
- 2) Raise awareness of the health of women and newborns globally
- 3) Support the training and development needs of an international workforce of women's health and perinatal nurses ready to meet global challenges.

In addition, the GHIAP will advise on the AWHONN Perinatal Education Xchange program. The GHIAP will also facilitate relationships with international partners and the development of

educational content that prepares members for global work in their communities and abroad. The GHIAP will be composed of members with experience practicing abroad, partnering with non-government organizations, and providing care to immigrant and or refugee populations.

Responsibilities:

- Chair and Co-Chair will review the panel's scope of work, set meetings, and make recommendations to the Board of Directors
- Attend all meetings (conference call and virtual)
- Review all relevant material prior to meetings and be prepared to make meaningful contributions that support AWHONN's strategic priorities
- Serve as a content expert and assist with development of appropriate education
- Commitment to cultural humility
- Maintain current full membership in AWHONN during the volunteer term
- Immediately inform the Executive Staff Liaison and Chair if personal or professional circumstances change to the extent that they cause disruption in the ability to perform the above-listed responsibilities
- Engage with volunteers in the Global Health Special Interest Group

Membership Committee

The Membership Committee advances AWHONN's growth and member engagement by providing strategic recommendations on recruitment, retention, and member experience. Committee members focus on strengthening [membership](#) recruitment, retention, and engagement, while also supporting membership-driven activities at the AWHONN Convention. Members contribute to initiatives that foster a vibrant, inclusive member community. The committee meets virtually 8 to 10 times per year, and members may volunteer to support activities at the annual Convention. Terms are for one year, with eligibility for reappointment for a total of three years.

Responsibilities:

- Attend all committee meetings (virtual).
- Review all relevant materials prior to meetings and come prepared to contribute.
- Provide feedback/input to AWHONN staff liaison(s) for Board of Directors reports.
- Plan and host membership-driven activities, including the New Member and First-Time Attendee sessions, at the AWHONN Convention.
- Serve as mentors and actively participate in activities designed to engage members and prospective members during Convention.
- Support membership growth and retention by developing new and innovative recruitment and engagement strategies.
- Provide support and recommendations for the AWHONN Member Community (AMC), particularly related to fostering member engagement.
- Represent, involve, and serve AWHONN members by linking the organization to real-world member needs and trends.
- Promote volunteer involvement by staying informed about AWHONN activities and initiatives.
- Promote clarity within the committee about its role in advancing AWHONN's mission.

- Support AWHONN's diversity, equity, and inclusion initiatives by identifying and encouraging a diverse pool of applicants and future leaders.
- Represent the committee in meetings of other AWHONN groups as requested.
- Respond promptly to correspondence and information requests from internal and external stakeholders.
- Maintain current full membership in AWHONN during the volunteer term.
- Accept and complete special assignments as requested.
- Committee members who voluntarily attend Convention are encouraged to volunteer at the membership booth.
- Notify the Staff Liaison and Chair promptly if personal or professional circumstances affect the ability to fulfill responsibilities.

Nominating and Governance Committee

The Nominating and Governance Committee is responsible for identifying qualified candidates to serve on AWHONN's Board of Directors. The committee is vital to the process of vetting, interviewing, and selecting candidates for the Board of Directors slate. The Nominating and Governance Committee's work is time limited and intense from December to April of each year and therefore requires committed members.

Responsibilities:

- Attend all meetings (in person, conference call, and virtual) and notify the primary staff liaison whenever there is a scheduling conflict
- Observe and maintain the highest levels of confidentiality
- Review all relevant material prior to meetings. Prepare to make contributions and voice objective opinions concerning issues and activities
- Actively participate in the recruitment of prospective Board candidates
- Represent, involve, and serve AWHONN members
- Develop a slate of candidates
- Represent the group in other meetings of AWHONN, as requested
- Link AWHONN with the attitudes, expectations, needs, and trends in the real world of our members
- Immediately inform the staff liaison and chair if personal or professional circumstances change to the extent that they cause disruption in the ability to perform the above-listed responsibilities
- Respond promptly to correspondence and information requests from internal and external stakeholders
- Support AWHONN public policy and fundraising efforts
- Maintain current full membership in AWHONN during volunteer term
- Accept and complete special assignments as requested

Public Policy Committee

The purpose of the Public Policy Committee is to guide the direction of the organization's advocacy efforts through the identification, monitoring, and evaluation of social, political, and environmental trends, issues, risks, and concerns.

Responsibilities:

- Provide insight to inform AWHONN's Legislative Agenda
- Review and revise selected position statements
- Lend guidance and support to inform public comment on issues related to public policy or governmental affairs
- Serve as a sounding board when rapid responses are needed to emerging opportunities or challenges that do not require Board intervention
- Select the topic and speaker(s) for the Legislative Forum at Convention

Research Advisory Panel

The Research Advisory Panel (RAP) is responsible for developing the association's research agenda, mentoring novice researchers, selecting recipients for AWHONN's small grants program, and scoring AWHONN Convention research, evidence-based practice, and quality improvement abstracts and papers. The committee is comprised of nine full panel members and an unlimited number of corresponding members.

Full Panel Member Responsibilities:

- Review research proposals and select recipients for the small grants research program
- Review abstracts for research, evidence-based practice, and quality improvement presentations for the AWHONN Convention and select outstanding research poster awards
- Review applications for the Award of Excellence in Research and select the recipient
- Respond to any initiative that would benefit from the input of the Research Advisory Panel
- Mentor novice researchers

Corresponding Panel Member Responsibilities:

- Review and score research proposals for the small grants research program
- Review abstracts for research, evidence-based practice, and quality improvement presentations for the AWHONN Convention
- Respond to any initiative that would benefit from the input of the Research Advisory Panel

Section Advisory Committee

The mission of the Section Advisory Committee (SAC) is to support AWHONN's strategic goals by guiding Sections in assessment, planning, implementation, and evaluation at the regional, Section, and Chapter levels. SAC members also serve as liaisons between the districts, Sections, Chapters, the Board of Directors, and AWHONN Headquarters.

Responsibilities:

- Provide for orientation and recognition of the district's Section and Chapter leaders
- Communicate at least quarterly with leaders from their district
- Participate in calls every other month of the full Section Advisory Committee
- Respond to questions or support requests from volunteer leaders and AWHONN Headquarters

- Participate or offer feedback on national trainings, resources, and webinars for volunteer leaders
- Identify best practices and recurring challenges to address at AWHONN volunteer leadership trainings
- Be a supportive representative/liaison of AWHONN's national volunteer leadership at Section/Chapter meetings
- Attend a mandatory one-day in-person meeting in conjunction with the Leadership Development Conference (LDC) or other meeting as determined by the SAC
- Support implementation of AWHONN's strategic plan
- Support the Board-approved legislative agenda by monitoring, reporting, and participating in legislative and regulatory activity domestically at the state, national, or provincial levels
- Coordinate and report activities to and from AWHONN Headquarters
- Identify and develop leaders, provide opportunities to network, develop leadership skills, and experience and plan for leadership succession
- Committee members are not permitted to charge fees for speaking at Section or Chapter events within the district that they represent

Special Interest Group Chairs and Vice Chairs

Chairs and Vice Chairs commit to serving at minimum a one-year term, with the option to be reappointed for up to four consecutive years. The Special Interest Group (SIG) Chair and Vice Chair serve as the stimulus for ideas and inspiration for SIG activities on issues of interest to the group. These individuals should be familiar with AWHONN's existing mission and enjoy coordinating networking events. The SIG Chair and Vice Chair is a volunteer position serving for a one-year term with the option to be re-elected.

Responsibilities:

- Ensure regular activity and discussions among SIG members to include, at minimum, one monthly post on the AWHONN Membership Online Community
- Schedule SIG activities (e.g., virtual networking events, informal meetups, presentations with guest speakers)
- Establish SIG meeting agenda with input, as appropriate, from members and staff
- Lead SIG meetings and calls
- Email or post meeting agendas and background material to participants in advance of upcoming meetings
- Monitor activity in the community and take appropriate action to ensure community members are operating within the terms of the Social Media Code of Conduct
- Maintain communication as needed regarding updates, changes, and actions of the SIG with staff in the Accountability, Belonging, and Culture Department

Fellow's Committee Liaison

The Fellow's Committee Liaison is an optional, non-voting position that provides a direct connection between a committee and the Fellows community. The role enhances communication, supports collaboration, and helps share relevant updates and activities. Only active Fellows may serve in this role, and it is not required on every committee.

Responsibilities:

- Share relevant committee updates and activities with the Fellows group
- Serve as a point of contact between the committee and the Fellows community
- Promote Fellow engagement with committee initiatives and opportunities
- Offer subject-matter insight from the Fellows' perspective, as appropriate

Board of Director's Committee Liaison

The Board of Director's Committee Liaison serves as a crucial point of contact and facilitator between the Board of Directors and a specific committee. Individual committees may have more prescriptive expectations that supersede these basic duties.

Committee Liaison Responsibilities:

- Monitor and report on progress
- Act as conduit for information flow
 - Liaison to the Board of Directors
 - Act as a link between the staff and outside resources
- Overcomes problems and challenges of the committee
- Advise on resources
- Mentor future leaders
- Liaisons do not have a voting role

Appendix B.: AWHONN Bylaws

The last amendments to these bylaws were approved by the BOD September 2020 and were approved by a membership vote April 2021.

ARTICLE I *NAME AND LEGAL FORM*

The name of the organization is the Association of Women's Health, Obstetric and Neonatal Nurses ("AWHONN"). AWHONN is a corporation organized under the District of Columbia Nonprofit Corporation Act. AWHONN maintains a central Headquarters and has components designated as Sections and Chapters.

ARTICLE II *PURPOSE AND FUNCTIONS*

Section 1. Purpose

- A. The purpose of AWHONN is to promote and advocate excellence in nursing practice, education, and research in the women's health, obstetric, and neonatal health care field so as to improve the health care delivery and outcomes of women, newborns, and their families.
- B. This purpose shall be unrestricted by consideration of age, color, creed, disability, gender, gender identity, gender expression, gender assigned at birth, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 2. Functions

To provide leadership in women's health, obstetric, and neonatal nursing activities that promote optimal health for women and newborns, AWHONN will, among other functions:

- A. Develop, evaluate, and provide resources to enhance women's health, obstetric, and neonatal nursing practice
- B. Provide continuing education and professional development opportunities
- C. Support and conduct research endeavors that strengthen the scientific basis of nursing practice
- D. Champion the interests of women, newborns, and the profession of nursing
- E. Participate in and support health policy development
- F. Maintain liaisons with other health care organizations and consumer groups
- G. Serve as a clearinghouse for information and data
- H. Stimulate interest in women's health, obstetric, and neonatal nursing and its subspecialties

- I. Disseminate information about current practices and concerns in women's health, obstetric, and neonatal nursing
- J. Promote, foster, and support diversity, equity, and inclusion in women's health, obstetrics, neonatology, and its subspecialties

ARTICLE III

MEMBERSHIP

Section 1. Voting Members

- A. Eligibility. All registered nurses with full membership are voting members of AWHONN.
- B. Rights. Voting members are entitled to vote for National Officers and Directors, to serve on all committees, to vote on amendments to the bylaws, and to vote on other matters submitted to a vote of the members. With respect to the election of Section and Chapter officers and other matters submitted to a vote at the Section or Chapter level, voting members are entitled to vote in the Section and/or Chapter of which they are a member. Voting members are eligible to hold elected office in AWHONN. Voting members are entitled to receive an annual report on AWHONN activities.
- C. Quorum – A quorum of the membership is defined as a two-thirds affirmative vote of the voting members who cast votes.

Section 2. Non-Voting Members

- A. Eligibility. Any individual who does not meet the voting member criteria is considered a non-voting member of AWHONN.
- B. Rights. Non-voting members do not have the right to vote on elected AWHONN positions or on amendments to these bylaws. Non-voting members may serve on AWHONN committees that allow non-voting members and may vote on matters submitted to those committees. Non-voting members may be appointed to eligible local leadership positions by their Section leadership. The Board of Directors will designate which leadership positions are eligible to non-voting members.

Section 3. Admission & Categories

The Board of Directors shall establish the criteria for admission to the following categories of membership (a) full, which includes lifetime membership, (b) emeritus, (c) student, and (d) any special categories of membership approved by the Board of Directors.

Section 4. Dues

The amount of dues for each category of members and the manner of payment shall be determined by the Board of Directors.

Section 5. Membership Meetings

An annual meeting of the members, and other meetings of the members which the Board of Directors may deem necessary, shall be held at such times and places as are determined by the Board of Directors and designated in the notice of meeting.

Section 6. Termination of Membership

Membership in AWHONN shall be terminated for failure to pay required dues. Membership also may be terminated on the grounds (1) illegal, (2) unprofessional, or (3) improper conduct of such nature that it conflicts with AWHONN's mission and goals. An individual's membership may be terminated on the grounds of such conduct only if the individual has been (1) notified in writing of the reason, (2) has had an opportunity for a fair review process at least 60 calendar days prior to proposed termination in accordance to procedures established by the Board of Directors, and (3) termination of membership has been approved by the affirmative vote of two-thirds of the voting members of the Board of Directors.

ARTICLE IV NATIONAL OFFICERS

Section 1. National Officers

The National Officers of AWHONN include a President, a President-Elect, and a Secretary/Treasurer.

Section 2. Eligibility

- A. All National Officers. Each candidate for national office in AWHONN must (1) have been a voting member of AWHONN for the two-year period immediately preceding the election; (2) be a current voting member of AWHONN in the year of his/her/their election and during his/her/their term as a National Officer; and (3) have prior leadership experience as determined by the Nominating Committee. A person may only be nominated, elected, and serve in one elected office or elected leadership position at the national, Section, or Chapter level.
- B. President-Elect. A candidate for President-Elect must have served at least:
 - 1. One year as an elected AWHONN National Officer or Director (or prior to 1998 as an "officer" or "Executive Board" member); or
 - 2. Two years as a Section Chair (or Prior to 1998 as district or Section Chair); or
 - 3. Two years as Chair of a national standing committee.
- C. Secretary/Treasurer. A candidate for Secretary/Treasurer must have one year of prior experience in a leadership role that includes budgeting responsibility and served at least:

1. One year as an elected AWHONN National Officer or Director (or prior to 1998 as an “officer” or “Executive Board member”); or
1. Two years in an elected Section office (or prior to 1998 in an elected district or Section office); or
2. Two years as a Chair or member of a national standing committee.

Section 3. Nomination

Annually, the National Nominating Committee shall meet and, unless infeasible, prepare a slate of at least two qualified candidates for the office of President-Elect and, if the term is expiring, the office of Secretary/Treasurer from among responses to an open call to all voting members of AWHONN. The National Nominating Committee shall submit the slate to the Board of Directors for approval.

Section 4. Notifications

The approved slate of National Officer Candidates shall be submitted in writing via print or electronic means to all the voting members of AWHONN at least 30 days before the election.

Section 5. Election

An electronic ballot of National Officer candidates shall be voted on by AWHONN voting members where the candidate with the highest number of votes shall be elected.

Section 6. Terms of Office

- A. President and President-Elect. The President and the President-Elect shall each serve one-year terms. At the expiration of his/her/their one-year term, the President-Elect shall automatically succeed to the office of President and shall serve as President for a one-year term. At the expiration of his/her/their one-year term, the President shall serve for one year as Chair of the National Nominating Committee as the Immediate Past President. Following that year, he/she/they shall no longer serve on the Board of Directors or as a National Officer for a period of at least five years.
- B. Secretary/Treasurer. The Secretary-Treasurer shall serve a three-year term and shall be eligible for reelection for a second three-year term as Secretary/Treasurer during their lifetime. The Secretary/Treasurer may qualify as a candidate for President-Elect without rotating off the Board.
- C. Start of Term. All National Officers shall take office on January 1, immediately following their election.
- D. Unexpired Terms. Any member filling an unexpired term for more than one-half of the term shall be considered to have served one term.

Section 7. Duties of National Officers

- A. President. The President shall, if present, preside at all meetings of the Board of Directors and national meetings of the members, shall act as an official representative of AWHONN, and shall, subject to the authority of the Board of Directors, perform all duties usually associated with the office of the President.
- B. President-Elect. Except as otherwise provided herein, the President-Elect shall name prospective committee members who will serve during his/her/their term as President.
- C. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the record of all meetings of the Board of Directors and national membership meetings, shall be responsible for and shall ensure the maintenance of appropriate records of all funds and securities of AWHONN, and shall serve as Chair of the Finance Committee. The Secretary/Treasurer shall be under bond, the premiums to be paid by AWHONN.

Section 8. Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of AWHONN will be served thereby, and/or the unavailability or inability to effectively perform their defined duties, any National Officer may be removed from office if the individual has (1) been notified in writing of the reason (2) has had an opportunity for a fair review process at least 30 calendar days prior to proposed removal in according to procedures established by the Board of Directors and (3) the affirmative vote of two-thirds of the voting members of the Board of Directors following such review process. Any National Officer may resign at any time by delivering a written resignation to the Board of Directors, the President, the President-Elect, or the Secretary/Treasurer.

Section 9. Vacancies

- A. President. In the event of (a) death, (b) resignation, or (c) removal as determined by the Board of Directors, the President-Elect shall exercise the duties of the office of the President and shall continue as President during his/her/their own term as President.

If less than six months remain in the President-Elect's term, the President-Elect position shall remain vacant until the next regular election of officers.

If more than six months but less than 12 months remain in the President-Elect's term of office, the Board shall arrange for a special election of voting members of AWHONN to select a President-Elect. Such a person shall be selected from a slate of qualified nominees submitted by the most recent National Nominating Committee.

If more than 12 months remain in the President-Elect's term, the Board shall arrange for a special election of voting members of AWHONN by print or electronic

ballot to select a President-Elect. Such a person shall be selected from a slate of qualified nominees submitted by the most recent National Nominating Committee.

- B. President-Elect. In the event of the death, resignation, or removal (as determined by the Board of Directors) of the President-Elect to perform the duties of the office, the Board of Directors shall either (a) elect, by an affirmative vote of a majority of its voting members, a successor from a slate of nominees submitted by the most recent National Nominating Committee, or (b) arrange for a special election of voting members of AWHONN.
- C. Secretary/Treasurer. In the event of the death, resignation, or removal (as determined by the Board of Directors) of the Secretary/Treasurer to perform the duties of the office, the Board of Directors shall either (a) elect, by an affirmative vote of a majority of its voting members, a successor from a slate of nominees submitted by the most recent National Nominating Committee, or (b) arrange for a special election of voting members of AWHONN.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall have 11 voting members, including the three National Officers (“Officer Directors”) and eight At-Large Directors. The Chief Executive Officer and Immediate Past President shall be ex-officio non-voting members of the Board of Directors.

Section 2. Eligibility

- A. At-Large Directors. Each candidate for At-Large Director must (1) have been a voting member of AWHONN for a two-year period immediately preceding the election; (2) be a voting member of AWHONN in the year of his/her/their election and during his/her/their term as At-Large Director; and (3) have prior leadership experience as determined by the Board of Directors.

Section 3. Powers and Duties

The governance of AWHONN shall be vested in the Board of Directors, whose powers and duties shall be those ordinarily held and performed by the Board of Directors of a nonprofit corporation. The Board of Directors shall, among other functions:

- A. Conduct and oversee all business required to carry out the purposes and goals of AWHONN
- B. Control and conserve the property interest of AWHONN
- C. Establish member dues structure for the organization

- D. Set core program and fiscal functions for AWHONN Headquarters, Sections, and Chapters
- E. Define criteria to evaluate Headquarters, Section, and Chapter activity
- F. Delegate administrative responsibility to Headquarters and Sections
- G. Create standing and ad hoc committees and define their duties
- H. Approve national committee appointments
- I. Call membership meetings and other meetings of AWHONN not already provided for in the bylaws
- J. Establish policies and strategic plans and perform other functions not otherwise provided for that may pertain to AWHONN
- K. Hiring, oversight, evaluation, and termination of the Chief Executive Officer (CEO)

Section 4. Nomination

When the National Nominating Committee submits the slate for the National Officers to the Board of Directors for approval, it shall also, unless infeasible, submit a slate of at least two candidates for each of the available At-Large Director positions to the Board of Directors for approval. The slate shall be prepared from among responses to an open call to all voting members of AWHONN.

Section 5. Notification

The approved slate of Director candidates shall be submitted in writing via print or electronic means to all voting members of AWHONN at least 30 days before the election.

Section 6. Elections

The At-Large Directors shall be elected during the same election process as the National Officers. The election of the At-Large Directors shall be by vote of AWHONN members. The nominee for each office who receives the highest number of votes cast shall be elected.

Section 7. Term

Each Officer Director shall serve on the Board for as long as he/she/they serves as a National Officer. Each At-Large Director shall serve a three-year term and shall be eligible for reelection to one second three-year term as an At-Large Director in his/her/their lifetime. At-Large Directors may qualify as candidates for Secretary/Treasurer or President-Elect without rotating off the Board. The At-Large Director terms shall be staggered. Each Director shall take office on January 1, immediately following the election.

Section 8. Vacancies

Any vacancy in an At-Large Director position may be filled for the unexpired term from a slate of qualified nominees submitted by the most recent National Nominating Committee

and approved by the affirmative vote of a majority voting members of the Board of Directors, and each Director so elected shall hold office until his/her/their successor is elected or his/her/their earlier resignation or removal.

Section 9. Meetings of the Board of Directors

The Board of Directors shall meet in person at least once annually unless rendered infeasible by any emergency beyond the control of the Board of Directors and more regularly as the President or a majority of the Board of Directors deem necessary.

Section 10. Notice, Waiver of Notice, and Emergency Meetings

- A. Whenever any notice of regular meeting of the Board of Directors is required to be given under the provisions of the bylaws, (a) such notice shall be given either personally, by telephone, or electronic mail method, including email, addressed to the Directors' contact information as it appears on the records of AWHONN and at least 14 business days before the date designated for such meeting, or (b) a Director may submit written or electronic consent waiving notice of a specified meeting, whether before or after the stated meeting time. Consent to waive notice shall be equivalent to the giving of such notice. Notice shall be deemed given if delivered by any of the means previously described in this section.
- B. Emergency Meetings. Whenever required, the President, President-Elect, Secretary/Treasurer, or a majority of the voting members of the Board of Directors may call an emergency meeting of the Board of Directors upon two days' notice to each Board member.

Section 11. Quorum and Vote at Meetings

At any meeting of the Board of Directors, a majority of the voting members of the Board of Directors, including one National Officer, shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these bylaws. If at any meeting of the Board of Directors, less than a quorum is present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum is present, at which point any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12. Virtual Meetings

The Board of Directors or any designated Board committee may hold meetings by means of telephone and/or video conference call. As long as all persons participating in the meeting can

hear and be heard, this meeting format shall constitute the equivalent of an in-person meeting of the Board of Directors or designated Board committee.

Section 13. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if unanimous consent of all voting Directors is documented in writing and filed with the minutes of the proceedings of the Board.

Section 14. Resignation and Removal of Directors

- A. Removal. Whenever, in the judgment of the Board of Directors, the best interests of AWHONN will be served thereby, and/or the unavailability or inability to effectively perform their defined duties, any Director may be removed from office if the individual has (1) been notified in writing of the reason, (2) has had an opportunity for a fair review process prior to proposed removal in according to procedures established by the Board of Directors, and (3) the affirmative vote of two-thirds of the voting members of the Board of Directors after such review process.
- B. Resignation. Any Directors may resign at any time by delivering a written resignation to the President.

Section 15. Compensation and Reimbursement

Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings or conducting other required business of the Board or any committee of the Board.

ARTICLE VI COMMITTEES

Section 1. Committee Directors

The Board of Directors may, by a resolution adopted by a majority of the voting Directors present at a meeting at which a quorum is present, appoint from among its members one or more committees, composed of one or more Directors, for such purposes and such purposes and such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors in the management of AWHONN.

Section 2. National Nominating Committee

- A. Composition. The National Nominating Committee shall consist of the immediate Past President, who shall serve as Chair, and eight other members. Annually, the Board of Directors shall issue an open call to the voting members of AWHONN to serve on the National Nominating Committee. Elected National Officers and Directors, with the exception of the President-Elect, may also nominate voting members of AWHONN to serve on the National Nominating Committee. The President shall appoint the National Nominating Committee that will serve during his/her/their term as Past President from among those who responded to the open call and those who were nominated by the National Officers and Directors. No current member of the National Nominating Committee may be a candidate for National Office.
- B. Term. Each member of the National Nominating Committee, excluding the immediate Past President, shall serve a two-year term and shall be ineligible for reappointment for five years following the conclusion of his/her/their term.
- C. Duties. Prior to each election, the National Nominating Committee shall, unless infeasible, prepare a slate of at least two qualified candidates for each National Officer and Director position from among responses to an open call to the voting members of AWHONN. The National Nominating Committee shall submit the slate of the Board of Directors for approval.

Section 3. Finance Committee

- A. Composition. The President-Elect shall appoint, from among responses to an open call to the voting members of AWHONN, two Directors and two voting members of AWHONN to serve on the Finance Committee during his/her/their term as President. The current Secretary/Treasurer shall serve as the Chair of the Finance Committee. The current President-Elect and Chief Executive Officer shall serve as an ex-officio non-voting member of the Finance Committee.
- B. Duties. The Finance Committee shall, among other functions:
 - 1. Advise the Board of Directors on matters relating to long-term financial planning
 - 2. Assist the Board of Directors with fiduciary responsibility and stewardship of funds
 - 3. Review and recommend an association operating budget (including Headquarters, Section, and Chapter activity) to the Board of Directors
 - 4. Analyze the financial implications of new program proposals and recommend Board of Director's action
 - 5. Recommend a membership dues structure to the Board of Directors
 - 6. Provide for programs that generate non-dues sources of revenue
 - 7. Select an auditor to be approved by the Board of Directors and review annual audited financial statements
 - 8. Ensure compliance with AWHONN requirements and policies as to financial matters

Section 4. Other Committees

The Board of Directors may, by a resolution adopted by a majority of the voting Directors present at a meeting at which a quorum is present, establish standing committees of members

for such purposes and with such powers as the Board of Directors may provide, except that no committee or committees shall have or exercise the authority of the Board of Directors may provide, except that no committee or committees shall have or exercise the authority of the Board of Directors in the management of AWHONN. Both voting and non-voting members of AWHONN may serve on the standing committees, but the Chair of each committee shall be a voting member.

ARTICLE VII *ORGANIZATIONAL STRUCTURE*

As set forth in Articles VIII through XI of these bylaws, AWHONN shall have several organizational levels. AWHONN shall have a central office (Headquarters) staffed by the Chief Executive Officer and other staff members. AWHONN shall be divided into units called Sections, of which there shall be smaller units called Chapters. In addition, the Board of Directors shall have the authority to form Special Interest Groups. Headquarters shall support the various Sections, Chapters, and Special Interest Groups. The Sections shall support and oversee the Chapters, which shall be the primary vehicles for delivering core programs and services to members at the local level. Where Chapter resources are lacking, the Sections shall be responsible for providing core programs to members of AWHONN residing within the Section. All entities at all organizational levels, including Sections, Chapters, and Special Interest Groups, shall at all times function in accordance with procedures and policies established by AWHONN.

ARTICLE VIII *AWHONN HEADQUARTERS*

Section 1. Composition

AWHONN shall have a central Headquarters managed by the Chief Executive Officer with the assistance of staff members. Headquarters shall, among other functions:

- A. Support implementation of AWHONN's strategic plan
- B. Perform core program and fiscal functions as defined by the Board of Directors, including membership development, education, practice, and research programs
- C. Provide support to members, Sections, and Chapters
- D. Monitor and report on federal legislation and regulatory issues and facilitate networking among those responsible for legislative affairs at the Sections level
- E. Manage the process for evaluating whether Sections are performing core functions
- F. Serve as a clearinghouse for information and resources
- G. Manage day-to-day finances of AWHONN
- H. Ensure compliance with AWHONN requirements and policies

ARTICLE IX SECTIONS

Section 1. Composition

Each state of the United States shall constitute a Section of AWHONN (e.g., AWHONN New York). There shall also be a Section entitled AWHONN Armed Forces. U.S. territories and principalities shall not constitute a Section of AWHONN but may be approved by the Board as a Special Interest Group.

Section 2. Membership

- A. AWHONN Armed Forces. For voting purposes, each AWHONN member who is on active duty in the Armed Forces shall be a member of AWHONN Armed Forces. Each AWHONN member who is not on active duty in the Armed Forces but who is otherwise directly affiliated with the Armed Services via the Department of Defense, private military contract worker, or retired military may elect to be a member of AWHONN Armed Forces. Armed Forces Section members can participate in any AWHONN activity/meeting in their geographic region.
- B. Geographically-Defined Sections. For voting purposes, each AWHONN member who resides in a geographically-defined Section and is not a member of AWHONN Armed Forces shall be a member of the Section in which he/she/they resides.
- C. Other. Any AWHONN member who is neither a member of AWHONN Armed Forces nor resides within a geographically-defined Section shall not be considered a member of a Section for voting purposes unless otherwise determined by the Board of Directors.
- D. No AWHONN member shall be a member of more than one Section at any given time.

Section 3. Duties

Each Section shall, among other functions:

- A. Support implementation of AWHONN's strategic plan
- B. Perform core program and fiscal functions as defined by the Board of Directors
- C. Monitor, report on, and participate in appropriate legislative and regulatory activity at the state level (in the case of domestic Sections) or the national level (in the case of international Sections, e.g., Canada)
- D. Develop plans for providing continuing education based on member needs and the AWHONN strategic plan
- E. Assist Chapters in the Section perform core functions by supporting and facilitating the program and membership development activities of the Chapter
- F. Provide direction, guidance, and support in the development of new Chapters
- G. Provide opportunities for leadership development and plan for leadership succession
- H. Ensure compliance with AWHONN requirements and policies

Section 4. Section Leaders

With the exception of the Armed Forces Section, each Section shall elect as its leaders a Section Chair and a Section Secretary/Treasurer from among the voting members of the Section. The Armed Forces shall elect as its leaders an Air Force leader (must be active duty Air Force), Army Leader (must be active duty Army), Navy Leader (must be active duty Navy), Civilian Leader (can be DOD civilian, retired military, or civilian contract worker) and Secretary/Treasurer (open to any eligible member of the Armed Forces Section). The Section leader shall be determined via a two-year (single-term) rotation among the Air Force, Army, and Navy Leaders). For terms beginning in even-numbered years (i.e., 2016, 2018, 2020, etc.), the Armed Forces Section will elect Air Force, Army, and Civilian Leaders. For terms beginning in odd-numbered years (i.e., 2015, 2017, 2019, etc.), the Armed Forces Section will elect Navy and Secretary/Treasurer Leaders.

- A. Eligibility. Each candidate for an elected Section leadership position shall (1) have been a voting member of AWHONN for the two-year period immediately preceding the election, (2) be a current voting member in the year his/her/their election and during his/her/their term as a Section leader, and (3) be a voting member of the Section at the time of his/her/their election and during his/her/their term as Section leader. A member may not simultaneously be a candidate for more than one elected office or leadership position or hold more than one such office or position, regardless of whether the offices or positions are at the national, Section, or Chapter levels.
- B. Nominations. The Section Nominating Committee shall prepare a slate for each elected Section leadership position from among responses to an open call to all voting members of the Section and present the slate to the Section Coordinating Team for approval.
- C. Election. An electronic ballot of all elected Section leaders shall be voted on by the voting members of the Section where the candidate with the highest number of votes shall be elected.
- D. Term of Office. Each elected Section leader shall serve a three-year term and shall be eligible for reelection but shall serve not more than two consecutive terms. All elected Section leaders shall take office beginning on January 1, immediately following their election.
- E. Duties of Section Chair. The Section Chair shall, among other functions:
 - 1. Preside (if present) at all Section meetings and meetings of the Section Coordinating Team
 - 2. Serve as Chair of the Section Coordinating Team
 - 3. Coordinate Section activities and monitor Chapter activities
 - 4. Provide leadership to enable the Section to perform core program and fiscal functions as defined by the Board of Directors
 - 5. Submit periodic reports on Section program and fiscal activity (including Chapter activity) to the AWHONN Board of Directors
 - 6. Appoint other Section leaders as necessary to carry out the functions of the Section
 - 7. Perform all other duties usually associated with the office of the Chair

8. Ensure Section compliance with AWHONN requirements and policies
- F. Duties of Section Secretary/Treasurer. The Section Secretary/Treasurer shall, among other functions:
 1. Assist the Section Chair
 2. Preside in the absence of the Section Chair
 3. Keep the minutes of all meetings of the Section
 4. Monitor and manage all funds and securities of the Section in accordance with the financial policies and procedures approved by the Board of Directors
 5. Prepare annual Section operating budgets (including Chapter activity) for Finance Committee review and the Board of Director's approval
 6. Submit financial reports to Headquarters as required
 7. Perform all other customary duties of the office and other duties as assigned.
8. Replacement.
 1. If, for some reason, a Section Chair is unable to serve, the Section Secretary/Treasurer shall act as Section Chair.
 2. The Section Chair shall be responsible for filling other leadership vacancies within the Section to complete the unexpired terms for these vacancies.
 3. If an elected Section leader has failed to fulfill the duties of the office, then upon written notice giving the reasons, the President shall appoint a replacement to complete the unexpired term.

Section 5. Section Coordinating Team

- A. Composition. Each Section shall have a Section Coordinating Team. The Section Coordinating Team shall be chaired by the Section Chair and comprised of the Section Secretary/Treasurer, other Section leaders as may be appointed by the Section Chair, and Chapter Coordinators within the Section.
- B. Powers and Duties. The Section Coordinating Team shall, among other functions
 1. Plan, implement, and evaluate initiatives designed to support and achieve AWHONN's strategic plan
 2. Plan, network, and share information about activities within the Section
 3. Hold such meetings as may be deemed necessary
 4. Transact all Section business
 5. Create Section committees as needed and define their duties
 6. Define additional duties of elected and appointed Section leaders and other representatives on the Section Coordinating Team
 7. Provide direction, guidance, and consultation to support the development of new and enhancement of existing Chapters
 8. Approve the slate of nominees for each Section election
 9. Ensure compliance with AWHONN requirements and policies

Section 6. Section Nominating Committee

- A. Composition. Each Section shall have a Section Nominating Committee. The Section Nominating Committee shall consist of the immediate past Section Chair, who shall act as Chair of the Section Nominating Committee, and at least two additional voting members of the Section. The two additional members shall be selected from among responses to an open call to voting members of the Section and nominations by Section and Chapter leaders. Each Section Nominating Committee shall have an odd number of members. No current member of the Section Nominating Committee may be a candidate for an elected Section leadership position or a member of the Section Coordinating Team. If a Section cannot recruit a Section Nominating Committee, all eligible candidates who respond to the open call shall be placed on the election ballot.
- B. Term. Each member of the Section Nominating Committee, including the immediate past Section Chair, shall serve a one-year term.
- C. Duties. The Section Nominating Committee shall prepare a slate for each elected Section leadership position from among responses to an open call to all voting members of the Section and present the slate to the Section Coordinating Team for approval.

Section 7. AWHONN Funds at Section Level

- A. Sections shall receive allocations of member dues as determined by the Board of Directors, and such funds shall remain AWHONN funds held in AWHONN accounts.
- B. Sections shall not levy dues.
- C. Each Section shall comply with all fiscal requirements established by the Board of Directors.

Section 8. Records and Properties

Upon ending service as a Section leader, he/she/they shall deliver all records and other property of AWHONN in accordance with policies and procedures of the Board of Directors at the conclusion of his/her/their terms to his/her/their successor in office or the Section Chair.

Section 9. Section Meetings

Each Section shall ensure that at least one continuing education meeting at the Section level is available annually to members of the Section.

ARTICLE X CHAPTERS

Section 1. Formation

Chapters may be established according to geographic area. Chapters may be formed by the Section Coordinating Team or upon written request of 10 voting members of the Section. Each Chapter shall function under the jurisdiction of the Section which established it.

Section 2. Membership

For voting purposes, each AWHONN member shall be a member of a Chapter if his/her/their address in AWHONN records is within that Chapter's area.

Section 3. Duties

Each Chapter shall, among other functions:

- A. Support implementation of AWHONN's strategic plan
- B. Perform core program and fiscal functions as defined by the Board of Directors
- C. Be responsible for leadership development and succession planning
- D. Develop annual operating budgets and submit them to the Section
3. Ensure compliance with AWHONN requirements and policies

Section 4. Chapter Leaders

The Section Chair shall appoint a voting member of the Chapter as Chapter Coordinator. Chapter Coordinators may appoint other Chapter leaders as necessary to perform core program and fiscal functions as defined by the Board of Directors.

- A. Term of Office. Each Chapter Coordinator shall serve a two-year term and be eligible for reappointment for a second two-year term. Terms shall begin on January 1 following the appointment.
- B. Duties of Chapter Coordinator. Each Chapter Coordinator shall serve on the Section Coordinating Team and shall be responsible for submitting reports as required regarding Chapter program and fiscal activity.
- C. Replacement. If, for any reason, the Chapter Coordinator is unable to serve or fails to fulfill the duties of the office, the Section Chair shall appoint a replacement.
- D. Notwithstanding preceding paragraphs A and B, if 10 or more members of a Chapter timely petition the Section Chair, the Chapter shall be permitted to hold its own election for Chapter Coordinator from among the voting members of the Chapter.

Section 5. AWHONN Funds at the Chapter Level

- A. Chapters may receive a sub-allocation of member dues received by the Section as determined by Section leadership.
- B. Chapters shall not levy dues.
- C. Funds produced by Chapter activities shall be deposited in the Section bank account, as designated by AWHONN. Only Sections shall maintain bank accounts.
- D. Funds allocated to Chapters shall remain AWHONN funds, deposited in designated accounts.
- E. All Chapter fundraising, expenditures, and activities shall be consistent with AWHONN policies.

ARTICLE XI *SPECIAL INTEREST GROUPS*

The Board of Directors may authorize the formation of Special Interest Groups. Each Special Interest Group shall elect a Chair and such other leaders as appropriate based on the purpose and aims of the group. The Special Interest Groups shall function under the policies and direction of the Board of Directors. Only AWHONN members may be members of a Special Interest Group.

ARTICLE XII *INDEMNIFICATION*

Section 1. Officers, Directors, and Committee Members

- A. AWHONN shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance AWHONN may from time to time maintain or as otherwise may be determined by the Board of Directors in its discretion) each officer, Director, or committee member and each person who has served at its request as a Director or officer or representative to another corporation, and each former such person ("covered persons") against expenses necessarily incurred by such officer, Board of Directors member, or committee member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, in which such covered person is made a party by reason of serving AWHONN in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.
- B. This indemnification extends to any criminal action, suit, investigation, or proceeding provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation, or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interest of AWHONN and on the reasonable assumption of its legality.
- C. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.
- D. The indemnification provided herein shall not preclude other rights which such covered person may have under any agreement, vote of the Board of Directors, or otherwise.
- E. The indemnification provided herein shall be effective only upon a determination by the Board of Directors (upon the vote of disinterested members of the Board of Directors only) or upon the Board of Directors' request, by independent legal counsel, that the standards for such indemnification have been met.

Section 2. Employees and Agents

The Board of Directors may, by resolution, extend the indemnification provisions of the foregoing Section 1 to any person who was or is a party or is threatened to be made a party to

any threatened pending or completed action, suit, or proceeding by reason of the fact that he/she/they is or was the Chief Executive Officer, or an employee, agent, or other officially designated representative of AWHONN.

Section 3. Limitation of Liability

Provided that AWHONN maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, Directors, or other persons who perform services for AWHONN and who do not receive compensation other than reimbursement of expenses (“volunteers”) shall be immune from civil liability. Persons regularly employed to perform a service for a salary or wage (“employees”) shall not be held personally liable in damages for any action or omission in provided services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation, other than reimbursement of expenses, received during the 12 months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee’s willful misconduct; crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful); transaction that resulted in an improper personal benefit of money, property, or service to the volunteer or employer; act or omission that occurred prior to the effective date of the District of Columbia Nonprofit Corporation Amendment Act of 1992; or act corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his/her/their professional capacity. AWHONN is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern the proceedings of AWHONN, except in such cases where practically inapplicable (as determined by counsel) or as are covered by the bylaws and/or special rules adopted by AWHONN.

ARTICLE XIV

FISCAL YEAR

The fiscal year of AWHONN shall begin on the first day of January and end on the last day of December each year.

ARTICLE XV

AMENDMENTS



Proposed amendments to these bylaws shall be submitted by print or electronic means to the Board of Directors, through the Secretary/Treasurer, at least 30 days before a Board of Directors meeting. Only if the proposed amendments are approved by a majority of the voting members of the Board of Directors shall they be presented in writing to the voting members of AWHONN for their approval by print or electronic ballot. A two-thirds affirmative vote of the voting members who cast votes on any proposed amendment shall be required for the adoption of any amendment.

Appendix C.: Policies on Avoidance of Conflict of Interest, Loyalty and Confidentiality, and Copyright Assignment

Conflict of Interest

AWHONN recognizes that talented and energetic people often are called upon by various organizations to perform many roles. Thus, actual or potential conflicts of interest often arise without fault of the person. However, both individuals and organizations have obligations to address these conflicts of interest in a forthright and proper manner.

A potential or actual conflict of interest exists if an AWHONN officer or Director; advisory panel, committee, or task force member; Section or Chapter leader; employee or other appointee ("AWHONN personnel") might reasonably lack objectivity in their decision making or performance for AWHONN, because of any personal, professional, financial, or other interest or relationship they have. A non-exhaustive list of the kind of situations that can give rise to conflicts of interest include situations in which:

1. AWHONN personnel serve as officers or Board members for other professional associations whose policies or goals may diverge from those of AWHONN.
2. AWHONN personnel are offered personal business opportunities which might otherwise be opportunities of AWHONN or are asked to make decisions for AWHONN on business opportunities that might otherwise become their own personal opportunities (such as contracting to prepare a book or monograph).
3. AWHONN personnel are involved in businesses that compete with AWHONN.
4. AWHONN personnel desire to contract to provide goods or services to AWHONN.
5. AWHONN personnel are asked to make decisions for AWHONN with respect to dealings with persons with whom they have substantial personal, professional, financial, or other relationships.

Total avoidance of any potential conflict of interest, however remote or tenuous, is not a realistic goal. However, it is the responsibility of all persons in their AWHONN roles: (1) to disclose and raise for consideration any significant potential or actual conflict of interest, (2) to avoid any significant actual conflict of interest, and (3) to abide by decisions that are made by the designated AWHONN authorities (Chief Executive Officer or Board of Directors) concerning such matters.

If any AWHONN personnel believe that a conflict of interest may arise or exist with respect to themselves or another person, at the earliest possible date, they should disclose the relevant facts of the situation to (a) the Chief Executive Officer in the case of an employee, (b) the President, in the case of an officer or director (and the Chief Executive Officer in the case of the President), or (c) the President, in the case of committee members, Section, or Chapter personnel.

The matter shall be resolved by the Chief Executive Officer or the Board (by majority vote), as the case may be.

If an appropriate set of conditions for accommodating the potentially conflicting activity cannot be agreed upon, the AWHONN personnel will be asked to refrain from the activity. Refusal or

failure to abide by a decision regarding a significant conflict of interest may result in sanctions to an employee (consistent with AWHONN's employment policies) or to other AWHONN personnel (consistent with AWHONN's Bylaws).

Any time an advisory panel, committee, or task force member, Board member, or officer of AWHONN becomes aware of a possible conflict of interest relating to a matter raised for discussion at a meeting, he/she/they should promptly disclose the potential conflict on the record and abstain from all discussions and votes on the matter(s) in question. Conflicts concerning Section or Chapter personnel should be resolved by analogous procedures.

An appropriate level of confidentiality shall be accorded to information developed in the course of the review of potential conflicts of interest, and disclosures of such confidential information should only be made to the extent needed to resolve the matter or properly conduct association business.

Loyalty and Confidentiality

Consistent with law and recognized practice of non-profit organizations, AWHONN employees or persons who serve on AWHONN's Board, advisory panels, committees, task forces, or in leadership roles are obligated to respect their duties of loyalty and confidentiality. In the course of their work, they may become aware of confidential or proprietary information of AWHONN. This may relate to matters such as, but not limited to, AWHONN finances, legal matters, businesses, programs or plans, publications, employee matters, relations with other organizations, membership lists, or sponsor lists. Persons may use such information only in order to perform their AWHONN roles. They may not, during or after performing their roles within AWHONN, use that information for their own advantage, or disclose it to others without clear (usually written) authorization from AWHONN. In addition, unless there is a written agreement to the contrary, all reports or material written for AWHONN remain its property.

Assignment of Copyright

I understand that in the course of my work as an AWHONN National Officer, Director, advisory panel, committee, or task force member, Section or Chapter leader, employee, or other appointed or elected position, documents may be produced by me (or a group of which I am a member) in the course of the appointment and that these documents in draft and final form are works for hire, or are otherwise the property of the Association of Women's Health, Obstetric and Neonatal Nurses (AWHONN). Further, in consideration of my being an elected or appointed member as noted above, I hereby assign to AWHONN the ownership of copyright in such works, whether published or unpublished. I further agree upon the request to execute such specific assignments or instruments and take any action necessary to enable AWHONN to secure its copyright.

Appendix D.: Social Media Code of Conduct

Introduction

The AWHONN Social Media Code of Conduct reflects who we are, what is important to us, and how we communicate in our meetings and in our online communities.

The code provides an overview of the general rules and policies that are consistent with the high standards of business ethics we uphold and emphasizes the value we place on trust and treating all members of our community with respect. That's why we count on every member to follow our code, observe high standards of integrity, and make decisions that will preserve trust. The code is a great resource, but it does not cover every situation, so it is important to use good judgment in everything you do and to contact AWHONN if you're ever unsure about the right course of action. While we encourage a lively exchange of ideas and insights, we do ask that you read and adhere to the AWHONN Social Media Code of Conduct when participating in AWHONN discussions.

Anti-Harassment and Anti-Discrimination

AWHONN strives to maintain professional environments and professional in-person or online interactions where people are treated with dignity, decency, and respect – an environment characterized by mutual trust and the absence of intimidation, oppression, and exploitation. AWHONN will not tolerate unlawful discrimination or harassment of any kind. AWHONN will not tolerate negative biases and racial stereotypes from any party, including staff, volunteers, speakers, guests, members, contractors, military, government, and industry representatives.

General Principles of AWHONN Community and Social Media Forums

1. Maintain online communities that are open, secure, and trustworthy for all member participants
2. Establish fellowship and support among nurses that will enhance their care of women and infants
3. Cultivate engagement, exchange of information, collaboration, and sharing of innovative ideas relevant to nursing

Rules Applicable to AWHONN Social Media and Online Community Participants

1. Respect the Diversity of Fellow Forum Users

Honor our differences. Fellow online users should always be treated with respect, without exception. Discrimination based on age, race, ethnicity, national origin, citizenship, disability, marital status, religion, sexuality, gender, gender identity, or any other legally recognized protected basis under federal, state, or local laws, regulations, or ordinances will not be tolerated. We want the AWHONN online communities to be welcoming forums for all members; this means that discriminatory statements, both clear and masked in words or images, are not appropriate. Harassing, bullying, trolling, taunting, or defamatory content will also not be tolerated.

2. Communicate in a Professional Manner

Maintain open, honest, and respectful dialogues. Discussions should encourage conversation and not create divisiveness or tension. Every member deserves the opportunity to express his/her/their opinions on patient care-related matters openly and in a civil, respectful manner. Participants should act in a dignified and courteous manner to avoid injuring others, their property, reputation, or employment by false, malicious, or improper action. Obscene, vulgar, or inappropriate language and/or images are not acceptable and will not be tolerated.

3. Avoid Discussions Pertaining to Politics, Religion, and Sexual Content

AWHONN's online communities are designed to enable discussion on topics related to patient care. Use of AWHONN social media to discuss and debate politics, religion, and non-health care-related sexual content is prohibited. Posting of political promotions and/or content of self-interest is also prohibited.

4. Behave Ethically

All persons participating in AWHONN online communities shall act honestly, in good faith, and with the highest professional standards.

5. Treat Others as You Want to be Treated

Misunderstandings on forums are quite common often due to the difficulty in understanding the implied tone in another user's remarks. Take extra care to be kind in your comments to other users and never react negatively to comments you perceive as rude or otherwise objectionable. Instead, it is always wiser to either end the discussion, ignore the comment entirely, or in more severe cases report the offense to the AWHONN staff at socialmedia@AWHONN.org. Responding to another user's comments in a manner contrary to our posting policy will be viewed by AWHONN as equally inappropriate and may result in sanctions against your forum privileges.

6. Protect the Integrity of AWHONN

Participants should safeguard AWHONN's reputation and integrity by ensuring that any public statements relating to AWHONN, which are not official statements of AWHONN, are properly portrayed as the opinion of the individual making them. Statements directed to AWHONN as an organization should be expressed in a civil and respectful manner to avoid injuring the organization's intellectual property or reputation by false, malicious, or improper action. Obscene, vulgar, or inappropriate language and/or images are not acceptable and will not be tolerated.

7. Advertising for Other Companies and Personal Business Programs Is Strictly Prohibited

Do not post solicitations of any kind (research, survey, service, and/or product promotions, etc.). Participants are prohibited from posting commercial messages or promotions, advertising, or selling goods or services. Use caution when discussing products. Comments are subject to libel, slander, and antitrust laws. If you request information about a product or service, note that any responses are considered personal referrals and not an AWHONN endorsement. AWHONN does not endorse any vendors. Job postings can be made at <https://careers.awhonn.org/employers/>.

8. Do Not Discuss AWHONN Social Media Administrative/Moderator Actions on the Forums

If you do not agree with a moderator or AWHONN staff decision, you may send a private message to the moderator or AWHONN staff administrator at reply@AWHONN.org. You may not start a thread or post a complaint that your post was removed. Also, you may

not post any private correspondence from an AWHONN online moderator/administrator. Membership account issues should be directed to membership@AWHONN.org and not displayed in a public forum.

9. Safeguard Patient and Member Privacy; Maintain Confidentiality Where Applicable

Never share personal health information (PHI) on AWHONN social media. Preserve, protect, and secure PHI and hold in the highest regard health information and other information of a confidential nature obtained in an official capacity, taking into account the applicable statutes and regulations. Comply with HIPAA (Health Insurance Portability and Accountability) requirements. For more information about PHI, visit <http://bit.ly/2wVCah9>. Remain mindful of any information you share — any personally identifiable information you share can be seen by persons with access to AWHONN's social media. Do not disclose any kind of confidential, proprietary, or sensitive business or other information. Do not disclose personal emails, phone numbers, addresses, family information, employer details, or any kind of private information that should not be displayed in a public forum.

10. Respect Intellectual Property Rights

AWHONN social media may not be used in a manner that violates applicable federal, state, or local laws or any other AWHONN policies, procedures, rules, or regulations. For example, while sources can be disclosed, participants may not post or distribute files, articles, or other information subject to trademark, copyright, or other proprietary rights, except with the express consent of the owner of the rights.

11. Avoid Remarks That May Constitute Defamation

Posted statements that are offensive and insulting to individuals (or constituencies or organizations) violate the Code of Conduct and may violate applicable defamation laws. The term defamation can include verbal and written statements that are factually false. Defamation laws, which vary from state to state, are generally intended to protect individuals and organizations from false factual statements that could harm their reputations. One key element in proving defamation claims in most states is that the aggrieved party must establish that the defendant uttered or published a false factual statement to a third party. Exercise good judgment and avoid engaging in personal attacks against others while using the social media forum or AWHONN social media pages.

12. Adhere to Antitrust Laws

Users are prohibited from using AWHONN social media to communicate about prices or terms of service, exchange practice management or any other proprietary information, or otherwise communicate in a manner that may violate federal or state antitrust laws.

13. AWHONN Online Communities Are Member-Only Forums

AWHONN's various online communities are a benefit of AWHONN membership and are administered by the organization for the sole use of AWHONN members. The sharing/forwarding of online discussions with non-members is prohibited.

14. Job Postings Are Prohibited

AWHONN communities promote conversation, collaboration, and the exchange of information on the practice of patient care. Jobs may be posted in our career center <https://careers.awhonn.org/employers/>.

15. AWHONN Online Communities Are Proprietary Forums

The AWHONN online communities are private message boards administered by AWHONN. All message board content is allowed at the discretion of AWHONN. The organization reserves the right to remove any message board content without notice and for any reason. AWHONN reserves the right to remove forums with inactivity of at least 12 months or more.

16. Adherence to the Code of Conduct

AWHONN shall determine, in its sole discretion, whether there has been a breach of the Code of Conduct and may take any action deemed appropriate. In order to preserve an environment that encourages respectful and meaningful dialogue, AWHONN reserves the right to remove content and suspend or terminate participation on all lists for anyone who violates these rules. If you note something problematic in one of the communities or online forums, please advise the AWHONN online administrator via membership@AWHONN.org.

17. Discussion Group Etiquette

Use the following guidelines to enhance your participation in the community of your choice.

- a. Stay on topic. Do not discuss irrelevant topics or post non-related links or images.
- b. Respect the opinions of your peers. If you feel the need to disagree, do so respectfully. Acknowledge that others are entitled to have their own perspective.
- c. Do not write anything that sounds angry or sarcastic, even in humor. Without hearing your tone, your colleagues may not realize you are joking.
- d. Do not type in ALL CAPS. It could appear as if you are screaming.
- e. Check the most recent comments before you reply to a comment to ensure you are responding to the latest post.
- f. State concisely and clearly the topic of your comments in the subject line. This allows members to respond more appropriately to your posting and makes it easier for members to search the archives by subject.
- g. Send messages such as “thanks for the information” or “me, too” to individuals, not to the entire list. Do this by using the “Reply to Sender” link in every message.
- h. Do not send administrative messages, such as “remove me from the list,” to the group.
Instead, use the web interface to change your settings or to remove yourself from a list. To change your email address, you do not need to remove yourself from the list and rejoin under your new email address; simply change your settings.
- i. Avoid excessively long posts. Limit word count to no more than 700 words. Additional content can be added as attachments.

Changes to the Code of Conduct

AWHONN reserves the right to revise the rules and guidelines contained in the Code of Conduct at any time. Participants are expected to check this page from time to time to take notice of any changes.

Code of Conduct Violation Policy

The Code of Conduct should not be seen as all-inclusive, but rather to give our members a general idea of the guidelines one should follow when participating in AWHONN online communities. AWHONN shall determine, in its sole discretion, whether there has been a breach of the Code of Conduct and may take any action deemed appropriate. In order to preserve an environment that encourages respectful and meaningful dialogue, AWHONN reserves the right to remove content and suspend or terminate participation on all lists for anyone who violates these rules.

Taking action against one of our members, particularly in regard to removing an account, is something we would like to avoid, but realistically may have to happen in order to protect the quality of service we strive to provide to our members. The restriction is not intended to limit in any way the professional networking and educational advantages of social media or to censor members. We have an obligation to the women, individuals, and families we serve, the communities in which we live, and to each other to uphold our core values and to conduct AWHONN business with professionalism and integrity.

If you note something problematic in one of the communities or online forums, please advise the AWHONN online administrator via membership@AWHONN.org. When unsure whether content is consistent with these policies, please err on the side of caution and do not post the content on social media. If there are questions on what content is appropriate to post, contact membership@AWHONN.org.

Possible Disciplinary Actions for Code of Conduct Violations

First and second violations, an email or phone call is communicated to the member that explains the violation that occurred. The post is removed.

The member may be placed in a moderation queue, where messages from the member's account are reviewed before they are posted online.

Third violation, a formal letter is sent to the member who violated the Code of Conduct. The member is removed from participating in social media.

Appeal Process

A member may not appeal the removal of a post. A member may appeal their removal from a social media community by contacting membership@AWHONN.org in writing. Final decisions will be reviewed and decided upon by a panel of staff and peers. Appeals should include the following information:

- First name, last name, email address, phone number
- Full disclosure of any previous violations
- Why you feel the social media or online community removal should be overturned; include any relevant or supporting evidence.

For any further questions or comments please contact membership@AWHONN.org.

Disclaimer

The views expressed on the various AWHONN online communities are those of the individual contributors. They do not, and should not, be construed as representing the views of the organization. AWHONN makes no warranty, guarantee, or representation as to the accuracy or sufficiency of the information posted on its various communities and assumes no responsibility or liability regarding the use or misuse of such information for any purpose. AWHONN disclaims any responsibility to maintain copies of any information posted or to assure that such information is deleted. Unless specifically stated otherwise, AWHONN does not endorse, approve, recommend, or certify any information, advice, guidance, product, process, service, or organization presented or mentioned on its online forums, and information from these forums should not be referenced in any way to imply such approval or endorsement. However, AWHONN retains the right to monitor posted information and remove messages or materials that it believes do not comply with its Code of Conduct.

Requests for Assistance

If you have any questions or need assistance, please contact the AWHONN staff at membership@AWHONN.org.