



AWHONN

PROMOTING THE HEALTH OF
WOMEN AND NEWBORNS

AWHONN National 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

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 Principals

- **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 expertise, ideas, and support that advance AWHONN's programs, projects, and services in fulfillment of the organization's mission. AWHONN's national volunteer committees partner with organizational leaders and staff to advance strategic goals and initiatives.

Per AWHONN Bylaws, voting and non-voting members may serve on committees, except for the Finance Committee and Nominating and Governance Committee, which require voting membership. Committee chairs must be voting members. For a complete list of committee roles and responsibilities, please see Appendix A: Committee Job Descriptions.

Unless otherwise defined in the Bylaws, committee terms are established by policy. Most committee terms are one year unless otherwise noted. Terms for the National Nominating Committee and Finance Committee are defined in the Bylaws and can be found in Appendix B: AWHONN Bylaws.

Committee volunteers are encouraged, but not required, to make a personally meaningful annual gift to the [AWHONN Foundation](#) that provides opportunities for education and professional development.

AWHONN Foundation Committee

The AWHONN Foundation Committee advances AWHONN's mission by supporting nurses through education and professional development. They serve as ambassadors, fundraise \$1k annually and steward donors. They use their skills, networks and expertise to expand impact and support the [AWHONN Foundation](#)'s fundraising priorities.

Staff Liaisons: Megan Santee

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: Twenty (20) members

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

Time Commitment:

- Meets: Every Other Month
- Expected commitment: 2–5 hours per month
- Work structure: Most work is completed independently/asynchronously between meetings
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members availability during business hours
- Busy Times of the Year: The committee members may experience increased tasks during spring and fall to align with Convention scholarship and NOEP/POEP scholarship recipient process, and the Foundation funding program review.

Reimbursements: N/A

Committee on Accountability, Belonging, and Culture

The Committee on Accountability, Belonging, and Culture (CABC) provides input, recommendations, and content to assist AWHONN's strategic initiatives for

accountability, belonging, and culture. Members of CABC also serve as liaisons for other AWHONN committees and/or workgroups.

Staff Liaisons: Viannella Halsall, MPH, CHES

Executive Team Staff Liaison: Danielle Jones, PhD, MPH

Committee Size: Sixteen (16) to Seventeen (17) members

Term: 1-year terms with a maximum of four consecutive terms

Time Commitment:

- Meets: Monthly
- Expected commitment: 2-5 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members availability
- Busy Times of the Year: None

Reimbursements: N/A

Convention Program Committee

The AWHONN Convention Program Committee (CPC) is responsible for developing the convention's educational learning outcomes, identifying topics of interest to participants, and selecting topics/presenters to deliver high-quality content.

Staff Liaison: Stephanie Fassett, MSN, RNC-OB, C-EFM, NPD-BC, Sarah Perret-Goluboff, Carolyn Vanderwyst, CMP

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

Committee Size: Ten (10) members

Term: 15 months

Time Commitment:

- Meets: Monthly
- Expected commitment: 2-5 hours per month
- Work structure: Most work is completed independently/asynchronously between meetings
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members availability, but meetings will fall during business hours
- Busy Times of the Year: Typically, September-November is very busy as the committee completes convention abstract reviews

Reimbursements: Participation in the committee may include coverage of convention travel, accommodation, and registration costs.

Educational Advisory Committee

The Educational Advisory Committee supports AWHONN's mission by helping deliver high-quality, evidence-based education for nurses in women's health, obstetrics, and neonatal care, while promoting engagement, professional development, and inclusive support for nurse educators across diverse practice settings.

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

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

Committee Size: Twenty (20) members

Term: 1-year terms with a maximum of two consecutive terms

Time Commitment:

- Meets: Monthly
- Expected commitment: 2–5 hours per month
- Work structure: Most work is completed independently/asynchronously between meetings
- Meeting Schedule: Meetings are typically scheduled during the evening
- Busy Times of the Year: None

Reimbursements: N/A

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 for AWHONN activities. Ethics Committee proceedings are confidential and should not be discussed outside of the committee.

Staff Liaisons: Ben Scheich, MS

Executive Team Staff Liaison: Ben Scheich, MS, Jonathan Webb, MPH, MBA

Committee Size: Six (6) members

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.

Time Commitment:

- Meets: Monthly
- Expected commitment: Less than 2 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: Meetings will be during business hours
- Busy Times of the Year: None

Reimbursements: N/A

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: Fifteen (15) members

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

Time Commitment:

- Meets: Monthly
- Expected commitment: Less than 2 hours per month
- Work structure: Most work is completed during scheduled meetings
- Meeting Schedule: Meetings are typically held in the evening.
- Busy Times of the Year: The committee experiences increased activity during the fall during the EBP Scholar recipient process.

Reimbursements: N/A

Finance Committee

The Finance Committee provides strategic financial oversight by advising the Board on long-term planning, budgeting, fiduciary stewardship, revenue generation, dues, financial compliance, and audit oversight to ensure AWHONN's fiscal health and sustainability.

Staff Liaisons: Albert Jimenez, Jay Pascua

Executive Team Staff Liaison: Albert Jimenez, CPA

Committee Size: Seven (7) members

Term: See **Appendix B.: AWHONN Bylaws** for more information.

Time Commitment:

- Meets: As Needed
- Expected commitment: 2–5 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: Meetings are typically scheduled during business hours
- Busy Times of the Year: June to September

Reimbursements: N/A

Global Health Initiatives Advisory Panel

The Global Health Initiatives Advisory Panel (GHIAP) is an ad-hoc committee that advises on the implementation of the 2025-2026 recommendations, including development of information and website content, future APEX programs, and facilitates relationships with international partners.

Staff Liaisons: Viannella Halsall, MPH, CHES

Executive Team Staff Liaison: Danielle Jones, PhD, MPH

Committee Size: Twelve (12) members

Term: One year

Time Commitment:

- Meets: Every Other Month
- Expected commitment: Less than 2 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members' availability
- Busy Times of the Year: None

Reimbursements: N/A

Innovation Advisory Group

The Innovation Advisory Group is an ad-hoc advisory body established to help guide the organization in identifying and advancing innovative approaches in research, education, technology, organizational processes, and business models.

Staff Liaisons: Ben Scheich, MS, Jill Leonard, PhD, MLIS, CLP

Executive Team Staff Liaison: Ben Scheich, MS

Working Group Size: Fourteen (14) to Seventeen (17) Members

Term: 1-year terms, renewable up to a maximum of 2 years.

Time Commitment:

- Meets: As needed.

- Expected commitment: Less than 2 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: Meetings are typically scheduled during business hours
- Busy Times of the Year: None

Reimbursements: N/A

Leadership Advisory Pannel

The Leadership Advisory Panel serves as an advisory body to guide the development, coordination, and advancement of leadership development initiatives for members. The panel aligns professional development resources, programs, and strategic initiatives to support leadership growth.

Staff Liaisons: Karen Crowley, DNP, APRN-BC, WHNP, ANP, CNE, Mari Vega

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

Committee Size: Twelve (12) members

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

Time Commitment:

- Meets: Monthly
- Expected commitment: 6-10 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: During Business Hours
- Busy Times of the Year: August through October each year

Reimbursements: N/A

Membership Committee

The Membership Committee supports AWHONN's membership goals by advising on recruitment, retention, and engagement programs. The committee also provides valuable insight into member needs, priorities, and emerging trends.

Staff Liaisons: Chuck Salvetti, MA, CAE

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: Twenty (20) members

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

Time Commitment:

- Meets: Full Committee meets every other month; subcommittees meet as needed.
- Expected commitment: 2–5 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: Meetings are typically scheduled during business hours
- Busy Times of the Year: None

Reimbursements: N/A

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. The committee's work is highly confidential.

Staff Liaisons: Rick Burt, CAE, Lysandra Brown

Executive Team Staff Liaison: Rick Burt, CAE

Committee Size: Nine (9) members per the bylaws

Term: Two years; staggered terms; See **Appendix B.: AWHONN Bylaws** for more information.

Time Commitment:

- Meets: As Needed
- Expected commitment: 6-10 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: Meetings typically occur during business hours, or in the evening
- Busy Times of the Year: The committee is extremely busy in the first two quarters (January to June) of the year.

Reimbursements: This committee may convene during the Leadership Development Conference. If a meeting is held, committee members will receive conference registration and travel reimbursement. If the committee does not meet, participation will not include registration discounts, travel reimbursement, or other financial benefits.

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: Twenty-Three (23) members

Term: One year

Time Commitment:

- Meets: Monthly
- Expected commitment: Less than 2 hours per month
- Work structure: Most work is completed during scheduled meetings
- Meeting Schedule: Meetings will be during business hours
- Busy Times of the Year: None

Reimbursements: N/A

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, Megan Aucutt

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

Committee Size: Twenty-One (21) Total Members; eight (8) of which are corresponding members

Term:

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

Time Commitment:

- Meets: Monthly
- Expected commitment: 2–5 hours per month
- Work structure: A mix of scheduled meetings and independent work
- Meeting Schedule: Meetings are typically scheduled during business hours, 3rd Wednesday of the month 4:30-6pm ET
 - Busy Times of the Year: This committee is steadily busy throughout the year, January - November.

Reimbursements: N/A

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 Chair, Section Secretary-Treasurer, or Board member, 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: Eighteen (18) members

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

Time Commitment:

- Meets: Every other month
- Expected commitment: 6-10 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members' availability
- Busy Times of the Year: None

Reimbursements: Complimentary travel and registration to the Leadership Development Conference and registration for the AWHONN National Convention

Special Interest Groups (SIGs)

Special Interest Groups (SIGs) are peer-to-peer exchanges led by members to advance inclusion and belonging among the membership. SIGs provide a forum for members to connect, convene, and collaborate around shared personal and professional identities. SIGs are member-led, and therefore, virtual meetups and online discussions of the SIGs are organized and moderated by the SIG leaders.

AWHONN's SIGs include:

- Black, Indigenous, and People of Color (BIPOC)
- Disability
- Early Career
- Global Health
- Innovation
- 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: Thirty-One (31) Members

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

Time Commitment:

- Meets: Every Other Month
- Expected commitment: 2-5 hours per month
- Work structure: A mix of meetings and independent work
- Meeting Schedule: No set schedule, each meeting is scheduled based on committee members' availability
- Busy Times of the Year: None

Reimbursements: Travel support will be provided to attend the Leadership Development Conference (LDC) pending approval by the Board of Directors.

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.

Committee Commitment by Committee Members and Staff

Serving on a committee is an important volunteer commitment that helps advance the mission and goals of AWHONN. By accepting a committee appointment, members agree to:

- Maintain current full membership in AWHONN throughout the volunteer term.
- Attend the majority of scheduled committee meetings, including conference calls and virtual meetings.
- Notify the primary staff liaison whenever a scheduling conflict prevents attendance.
- Review all relevant materials prior to meetings and come prepared to participate.
- Make meaningful contributions and voice objective opinions concerning committee issues, initiatives, and activities.
- Actively engage in discussions and support committee decision-making.
- Accept and complete special assignments and committee deliverables by established deadlines.
- Respond promptly to correspondence and information requests from internal and external stakeholders.
- Notify the Committee Chair and Staff Liaison promptly if personal or professional circumstances affect the ability to fulfill volunteer responsibilities.
- Stay informed about AWHONN activities, programs, and initiatives to support and promote volunteer engagement.
- Communicate promptly with the Committee Chair and Staff Liaison regarding questions, updates, or challenges.

In return, AWHONN staff are committed to:

- Providing clear expectations, goals, responsibilities, and timelines.
- Communicating meeting schedules, agendas, materials, and action items in a timely manner.
- Offering guidance, resources, and administrative support needed for committee success.
- Maintaining open, responsive, and transparent communication throughout the committee term.
- Respecting volunteers' time by ensuring meetings are organized, productive, and focused on meaningful outcomes.
- Following up on committee recommendations and keeping members informed of progress, decisions, and next steps.
- Creating an inclusive and collaborative environment where volunteer expertise and perspectives are valued.

Together, committee members and staff create a collaborative partnership that fosters engagement, accountability, and successful outcomes in support of AWHONN's mission and members.

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

Active engagement is essential to the success of AWHONN committees. Committee members are expected to attend meetings, participate in discussions, complete assigned work, and respond to committee communications in a timely manner. When a committee member demonstrates a pattern of non-participation, including missed meetings, failure to complete assignments, or lack of responsiveness to communications, the staff liaison will make reasonable efforts to reengage the member and identify any barriers to participation.

If engagement does not improve, the member will be notified that their committee appointment may be subject to review. Prior to removal, the staff liaison will attempt to contact the member at least three times using a minimum of two communication methods (e.g., email, phone, or text) over a 30-day period.

If the member remains unresponsive or is unable to fulfill the responsibilities outlined in the committee commitment, AWHONN reserves the right to remove the member from the committee and appoint another volunteer to ensure the committee can effectively carry out its work.

Committee members who anticipate a temporary disruption in their ability to participate are encouraged to communicate proactively with the Committee Chair and Staff Liaison so that appropriate accommodations or transitions can be considered.

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 **Appendix A.: 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 recognize 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**.

Appendix A.: Committee Job Descriptions

Standard Committee Member Responsibilities (Applicable to Most Committees)

All committee members are expected to:

- Attend and actively participate in committee meetings.
- Review meeting materials in advance and contribute to committee discussions.
- Respond promptly to committee communications and requests.
- Maintain active AWHONN membership throughout the volunteer term.
- Represent AWHONN and the committee professionally when requested.
- Complete special assignments or task force work as assigned.
- Notify the Chair and Staff Liaison if circumstances affect the ability to fulfill committee responsibilities.
- Support AWHONN's strategic priorities and organizational mission.
- Foster an inclusive volunteer environment and support member engagement.

AWHONN Foundation Committee

The AWHONN Foundation Committee advances AWHONN's mission by supporting the [AWHONN Foundation](#). 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.

Responsibilities:

- Serve as an ambassador for the AWHONN Foundation.
- Personally contribute or raise the Platinum Donor level annually.
- Steward donors through outreach and recognition.
- Solicit donations from individuals and organizations.
- Review scholarship applications.
- Provide feedback on fundraising campaigns.
- Serve on at least one Development Committee task force.
- Apply professional expertise to fundraising initiatives.

Committee on Accountability, Belonging, and Culture

The mission of the Accountability, Belonging, and Culture (CABC) 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 CABC 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:

- Integrate accountability, belonging, and culture principles into AWHONN initiatives.
- Monitor and recommend improvements to ABC goals and priorities.

- Advocate for underrepresented members.
- Serve as an ABC subject matter expert.
- Engage volunteer leaders to foster belonging across the organization.
- Review recommendations from Special Interest Groups and make referrals as appropriate.
- Help identify resources needed to advance committee priorities.

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:

- Before Convention
 - Recommend participation in the convention during the year preceding the convention for which you are serving as member
 - Participate in mandatory face-to-face initial committee meeting
 - Participate in committee meetings
 - Review participant feedback from previous convention
 - Develop convention learning outcomes and objectives
 - Identify topics and presenters
 - Determine criteria for review of proposals
 - Decide pre-convention session topics/presenters
 - Finalize convention education session schedule
 - Review and score podium proposals
 - Extend invitations to presenters
- During Convention
 - Participate in daily program committee meetings
 - Participate in the VIP Reception
 - Serve as liaisons for Clinical Excellence and preconvention presenters
 - Serve as session moderators/door host as needed
 - Consult with Chair and staff liaisons as needed for troubleshooting
 - Participate with committee in scheduled celebratory meal/event as able
 - Collaborate with Host Committee, as needed
- Post-convention
 - Provide feedback related to convention education programming
 - Participate in debriefing meeting within 4 weeks after convention

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:

- Promote broad dissemination and implementation of evidence-based care resources
- Review, advise, and evaluate education resources and programs, as requested
- Recommend repurposing current products and programs into new educational resources based upon member needs
- Solicit and receive feedback on recommendations for education
- Collaborate with other AWHONN committees, as indicated
- Explore and establish novel approaches for delivery of education (micro-learning) in partnership with cross departmental teams.
- Understand and assess learning needs for multi-generational learners.
- Adapt to rapid paced learning needs
- Promote scholarship within the obstetric, neonatal, and women's health specialties (certifications, etc.)

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, and AWHONN Bylaws
- Make recommendations for disciplinary action or responses to violations of the AWHONN Social Media Code of Conduct and the AWHONN Event Code of Conduct.
- 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 complaints and provide recommendations regarding potential member conflict of interest issues
- Review complaints and provide recommendations regarding potential AWHONN Bylaw violations
- 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 of 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 AWHONN evidence-based resources and programs.
- Solicit and receive feedback on recommendations for evidence-based resources.
- Select EBP scholars and provide mentorship during EBP implementation.
- Provide mentorship for AWHONN members during EBP implementation.
- Collaborate with other AWHONN committees, as indicated.
- Explore and establish novel approaches for 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:

- Position AWHONN as a global organization
- Raise awareness of the health of women and newborns globally
- 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:

- Advise on global health education and initiatives.
- Serve as a global health content expert.
- Promote cultural humility.
- Support the Perinatal Education Xchange program.
- Engage with the Global Health Special Interest Group.

Leadership Advisory Panel

The Leadership Advisory Panel (LAP) serves as an advisory body responsible for guiding the development, coordination, and advancement of leadership development initiatives for members. The panel aligns professional development resources, programs, and strategic initiatives that support leadership growth across all levels of nursing.

Through its work, the LAP will support the development and implementation of the Nurse Leadership Advancement Program (NLAP).

Responsibilities:

- Provides strategic guidance on front-line professional development and resource needs
- Collaborates with key leadership stakeholders, including professional organizations
- Develop high-quality, evidence-based educational programming for the in-person event of the Nurse Leadership Advancement Program, which will be held concurrently during the annual AWHONN Leadership Development Conference (LDC).

- Review leadership needs assessments.
 - Contribute to the identification of professional practice gaps in nurse leadership.
 - Assist in the development of: Learning outcomes (SMART goal format)
 - Program objectives
 - Identify emerging leadership topics, trends, and speakers.
 - Assist in developing criteria for proposal review (if applicable).
 - Review and score submitted proposals using the established rubric.
 - Recommend speakers for General sessions or specialty sessions.
 - Ensures that all programming aligns with ANCC Nursing Continuing Professional Development (NCPD) criteria and supports the organization's mission, vision, and strategic priorities.
- Panel members who register for the LDC program may:
 - Serve as session moderators for the leadership advancement track.
 - Facilitate leadership discussion groups.
 - Evaluate and analyze the leadership advancement track attendee evaluation.
 - Provide structured feedback on:
 - Content quality
 - Leadership impact
 - Achievement of learning outcomes
 - Recommend improvements for future cycles.

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.

Responsibilities:

- Develop strategies to recruit, retain, and engage members.
- Plan and support membership activities at Convention.
- Mentor new and prospective members.
- Provide recommendations for the AWHONN Member Community.
- Monitor member needs and engagement trends.

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
- Respond promptly to correspondence and information requests from internal and external stakeholders
- 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:

- Recommend priorities for AWHONN's Legislative Agenda.
- Review and update position statements.
- Advise on public comments related to policy.
- Provide guidance on emerging policy issues.
- Select Legislative Forum topics and speakers.

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 grant applications and select recipients.
- Review Convention research abstracts and select award recipients.
- Mentor novice researchers.
- Advise on research-related initiatives.

Corresponding Panel Member Responsibilities:

- Review research grant applications.
- Review Convention research abstracts.
- Provide expertise on research initiatives as requested.

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 in or offer feedback on national training, resources, and webinars for volunteer leaders
- Identify best practices and recurring challenges to address at AWHONN volunteer leadership training
- 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
- 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 of being 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 accordance with 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.:AWHONN Event Code of Conduct

Purpose and Scope

AWHONN is dedicated to fostering a safe, inclusive, and welcoming environment where AWHONN stakeholders can learn, thrive, engage, and collaborate effectively. This Code of Conduct sets a foundation for fostering a supportive and inclusive environment by establishing conduct expectations for individuals who participate in AWHONN live events and virtual programs, including but not limited to board, council, committee, work group, and task force meetings, convenings, online discussions, AWHONN-adjacent events (e.g., a non-AWHONN sponsored dinner held in connection with the AWHONN Annual Conference), and all other AWHONN meetings and events, whether in person, via telephone, via Zoom or another online platform, or otherwise. The Code of Conduct is designed to properly balance legal compliance, the integrity and efficacy of AWHONN, and member safety while embedding appropriate safeguards to ensure that accused individuals receive a fair process. This policy applies to AWHONN members, leaders, and volunteers, including but not limited to officers, directors, speakers, exhibitors, sponsors, members, event attendees, and volunteers (“Covered Individuals”). By adhering to these standards, participants can contribute to a community that values growth, innovation, and mutual understanding.

AWHONN Standards of Conduct

Covered Individuals shall at all times abide by and conform to the following expectations in their roles for AWHONN:

1. **Communicate in a Courteous, Professional, and Respectful Manner.** As a professional organization, AWHONN enables you to network with and learn from peers. Engage in honest, civil, and professional discussions. Obscene, vulgar, defamatory, abusive, and inappropriate language or images will not be tolerated. Be considerate of diverse opinions and viewpoints. Professional colleagues should always be treated with respect, without exception. In all exchanges, whether in person or online, participants should act in a dignified and courteous manner to avoid injuring others, their property, or their reputation, and participants should take care to avoid false, malicious, or improper actions.
2. **Tailor Contributions to Patient Care.** Remarks at AWHONN events should be germane to patient care or AWHONN governance and operations. Religious, political, and other divisive commentary—unless related to scholarly discussions about patient care—are discouraged and may contravene AWHONN’s expectations of courtesy and professionalism.
3. **Discrimination and Harassment.** AWHONN enforces a zero-tolerance policy for discrimination, harassment, or bullying. Discrimination is differential and unfavorable treatment based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, age, disability, or genetic information, or any other protected characteristic under applicable federal or state law. Harassment is unwelcome conduct that is based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, age, disability, or genetic information, or any other protected characteristic under federal or state law where 1) enduring the offensive

conduct becomes a condition of access to a member benefit or participation in a member event, or 2) the conduct is severe or pervasive enough to create an environment that a reasonable person would consider intimidating, hostile, or abusive. Petty slights, annoyances, and isolated incidents (unless extremely serious) do not amount to harassment. Bullying is unwanted aggressive behavior targeting a person or group of people that involves an actual or perceived power imbalance and repeated aggression. Bullying can be verbal (e.g., ridicule or disparaging remarks); it can be exacted through intimidation; or it can take the form of professional interferences, such as sabotaging another's success.

4. **Disruptive Behavior.** Covered Individuals shall not disrupt presentations, meetings, or events. Disruptions include things like interruptions, noise, or behavior that interferes with or frustrates the event's purpose.
5. **Session Recordings and Screenshots.** Covered Individuals may not record sessions without written authorization from both the presenters and AWHONN.
6. **Live and Virtual Presentations.** Covered Individuals who present live or virtual educational sessions or provide materials in connection with such presentations shall either create original works or obtain all necessary permissions or licenses to present or distribute copyrighted content. Covered Individuals shall also take precautions to ensure that presentation content, and content is accompanying materials, is truthful to the best of their knowledge, and does not defame any individual or corporation. Unless otherwise permitted in writing by AWHONN, Covered Individuals shall not distribute paper copies of promotional or educational materials at AWHONN events.
7. **Advertising.** Unless otherwise authorized to do so pursuant to a separate Agreement with AWHONN (e.g., a sponsorship agreement or exhibitor agreement), Covered Individuals shall not use AWHONN events as platforms to promote, market, or sell products or services.
8. **Business Interference.** Covered Individuals shall not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.
9. **Antitrust.** Covered Individuals shall avoid collusion on matters that may amount to a violation of federal and state antitrust laws. Collusion includes, but is not limited to, member discussions (whether in person or virtual) implicating price-fixing, bid-rigging, or resale price maintenance; tying and reciprocity; exclusive dealing arrangements; monopolization; output restrictions; group boycotts; prices, fees, or pricing policies; staff salaries; terms of sale; specific R&D sales or marketing plans; restrictions on output or production; division of customers, territories, or locations; or any other information that may amount to an unfair restraint on trade. Covered Individuals shall, at all times, abide by any ABC antitrust policy that is in effect.
10. **Health and Safety.** No Covered Individual shall engage in conduct that imposes inherent danger to the health, safety, or well-being of another person.
11. **Comply with Applicable International, Federal, State, and Local Laws.** Reporting Violations. Covered Individuals shall at all times comply with all applicable international,

federal, state, and local laws and regulations and will fully cooperate with the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

Reporting Alleged Infractions

Any member, volunteer, leader, employee, or third party may [report an alleged violation of this Code of Conduct](#) to ethics.awhonn.org.

Resolution Process

1. **Preliminary Assessment.** The Ethics and Compliance Committee (ECC) shall conduct a preliminary review to evaluate whether the report, if true, would amount to a policy violation.
2. **Notice.** If the ECC determines that the allegations, if true, would amount to a policy violation, a member of the ECC shall notify any member who is accused of misconduct that violates this Code (the “Accused Member”) in writing of the alleged misconduct and the specific provision of the Code that is implicated.
3. **Opportunity to Be Heard.** The Accused Member shall be given an opportunity either in person or in writing to respond to the allegations so that the ECC can make a fully informed decision.
4. **Confidentiality.** The ECC shall endeavor to keep the matter confidential, to the extent that it is able, although there may be circumstances where the ECC must disclose limited identifying information to fully and fairly investigate the allegations.
5. **Determination.** The ECC shall make a determination as to whether the allegations have been substantiated by a preponderance of the evidence, and if the allegations are substantiated, to deliberate as to an appropriate remedy.

Fair Proceedings/Bias

AWHONN shall take care to ensure that no decision makers harbor an irreconcilable conflict that might bias the proceedings. Any ECC member or staff person with a conflict shall recuse themselves from their designated role.

Immediate Removal from AWHONN Events

Certain egregious misconduct, as determined in AWHONN’s sole reasoned discretion, shall result in immediate removal from an AWHONN live or virtual event. Examples of egregious misconduct that may result in immediate removal from an AWHONN event include, but are not limited to, credible allegations of sexual harassment, use of racial slurs, behavior that jeopardizes the safety of event attendees, vandalism, or behavior calculated to intentionally disrupt a session. The accused individual shall be afforded the opportunity to contest the decision at a later date, at which time accused individual may also be called to account for additional alleged violations of AWHONN policies or this Code of Conduct.

Enforcement and Remedies

The ECC may impose any remedy commensurate with a substantiated infraction, provided that the remedy is allowable under AWHONN’s Bylaws and policies. Appropriate remedies may include, but are not limited to:

- Warning
- Immediate removal from the event without warning or refund
- Temporary or permanent ban from future events hosted by the organization
- Temporary or permanent ban on contacting AWHONN staff and/or volunteer leaders
- Temporary or permanent ban on holding AWHONN leadership positions
- Temporary or permanent ban on receiving awards
- Further actions as deemed necessary to ensure a safe environment
- Any other reasoned sanction permitted by law and AWHONN Bylaws that is commensurate with the substantiated infraction.

Appeals

Once the decision has been communicated to the Member, the Member may submit a written appeal to the ethics@awhonn.org within five (5) business days. The initial decision maker shall not be involved in the appeal process. Appeals must be based on one or more of the following grounds: (1) an arbitrary or capricious determination; (2) a departure from the procedures described in this Code of Conduct that significantly and materially impacted the decision, (3) a decision influenced by bias or a material conflict of interest; (4) a disproportional sanction relative to the misconduct, or (5) a decision at odds with applicable federal, state, or local law. The written appeal should outline specific reasons why the Board's decision should be reviewed. The [Designee] shall review the appeal and decide whether to (i) reject the appeal or (ii) send the appeal back to the [designated staff person(s)/disciplinary body] with instructions as to (x) why the matter is being sent back, (y) how to correct the matter, and (z) a timeline for re-convening to correct the matter and re-deliberate.

False Reporting

Knowingly making a false accusation of harassment, discrimination, retaliation, or any other violation of this Code of Conduct, or knowingly providing false information in the course of an investigation of a report, may be grounds for appropriate disciplinary action. A complaint made in good faith, even if found to be unsubstantiated, will not be considered a false accusation.

Retaliation

Retaliation against an individual for reporting a Code violation or for participating in an investigation of a Code violation is strictly prohibited. Retaliation is the mistreatment of or the threatened mistreatment of an individual for filing a complaint pursuant to this Code of Conduct or participating in any manner in AWHONN's resolution of a complaint filed pursuant to this Code of Conduct.

Acts of retaliation should be reported immediately and will be promptly addressed.

Effective: May 30, 2025

Source: <https://www.awhonn.org/event-code-of-conduct/>

Appendix E.: AWHONN Online Community Guidelines

Introduction

The AWHONN Online Community Guidelines embody our values, high standards of ethics, and commitment to mutual respect. They serve as an enforceable set of expectations for professional and respectful communication within our online communities. Members are encouraged to uphold integrity and exercise good judgment while interacting on our platforms. For any uncertainties, contact AWHONN for clarification. Constructive dialogue and the exchange of ideas are encouraged, provided all participants adhere to these Guidelines. Note that these Guidelines only apply to AWHONN's online community platforms and not to AWHONN members' use of non-AWHONN social media platforms. For example, while these Guidelines would apply to posts on AWHONN's LinkedIn page, they would not apply to AWHONN members' posts elsewhere on LinkedIn.

Guidelines for Participation

1. Honor our differences
 - Fellow online users should always be treated with respect, without exception. Discrimination based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, age, disability, or genetic information, or any other protected characteristic under applicable federal or state 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 and in addition to any remedies provided under this policy, such content may also be reported to <https://ethics.awhonn.org> for resolution
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 or her 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's online communities 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 customerservice@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
 - Except for the items listed below, participants are not allowed to 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/>.
 - Exceptions to the Advertising Policy:
 - I. AWHONN Headquarters can post solicitations related to its products, services, events, advocacy, research, and other mission-related activities in any online community managed by AWHONN. This includes any instructor-led events for AWHONN products and resources organized by AWHONN Headquarters.
 - II. Sections, Chapters, and Special Interest Groups (SIGs) can post solicitations related to events organized by the Section, Chapter, or SIG in the specified online community for the Section, Chapter, or SIG.
 - III. Individual members may post up to two notifications about an educational event/activity that has nursing contact hours affiliated with the event in the "Education Bulletin Board Community." The contact hour information must be posted in the event; events without contact hour information will be removed. This platform is designed only to promote educational events. Products, resources, surveys, market research, or other services may not

be solicited or promoted in AWHONN's Online Communities. Fetal Heart Monitoring Instructors and Obstetric Patient Safety Instructors may post about their events on this platform, but they must also continue to schedule their events on the AWHONN website. All postings must provide contact information for people with further questions, as this platform discussion will be disabled. All postings must provide email contact information for questions about the event.

8. Do not discuss AWHONN online community 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 ethics@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 customerservice@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's online communities. 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 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 online communities. 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 online communities 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 disparaging or defamatory remarks
 - Disparaging and defamatory statements violate the Code of Conduct and may violate applicable defamation laws. The term defamation can include verbal and written statements that are factually false that bear on the reputation of an individual or organization. Defamation laws, which vary from state to state, are generally intended to protect individuals and organizations from false 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 online community.

12. Adhere to antitrust laws

- Users are prohibited from using AWHONN online communities to communicate about matters implicating price-fixing, bid-rigging, or resale price maintenance; tying and reciprocity; exclusive dealing arrangements; monopolization; output restrictions; group boycotts; prices, fees, or pricing policies; staff salaries; terms of sale; specific R&D sales or marketing plans; restrictions on output or production; division of customers, territories, or locations; or any other information that may amount to an unfair restraint on trade or otherwise 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 nonmembers 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 here: <https://careers.awhonn.org/employers/>.

Discussion Group Etiquette

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

- Stay on topic. Do not discuss irrelevant topics or post non-related links or images.
- 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.
- Do not write anything that sounds angry or sarcastic even in humor. Without hearing your tone, your colleagues may not realize you are joking.
- Do not type in ALL CAPS. It could appear as if you are screaming.
- Check the most recent comments before you reply to a comment to ensure you are responding to the latest post.
- 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.
- 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.
- 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.
- Avoid excessively long posts. Limit word count to no more than 700 words. Additional content can be added as attachments.

Reporting

Any member, volunteer, leader, employee, or third party may report an alleged violation of these Guidelines to <https://ethics.awhonn.org>.

Complaint Resolution

The AWHONN online communities are private message boards administered by AWHONN. All message board content is allowed at the discretion of AWHONN. AWHONN staff monitor the AWHONN online communities and may make reasoned judgements about whether the posted content violates the Guidelines. Inquiries received through <https://ethics.awhonn.org> will be reviewed by the Ethics and Compliance Committee (ECC). Upon receiving a report that posted content violates the Online Community Guidelines, the ECC shall review the content and make a reasoned judgment about whether the posted content violates the Guidelines. In order to preserve an environment that encourages respectful and meaningful dialogue, AWHONN may take any action deemed appropriate. Remedies may include removing content, a temporary or permanent ban from a discussion forum or listserv, referral to an adjacent disciplinary body for additional resolution, or any other sanction commensurate with the infraction that is supported by AWHONN's Bylaws and the law.

Whether or not the posted content violates the Online Community Guidelines, AWHONN reserves the right to remove any message board content without notice and for any reason. AWHONN also reserves the right to remove online community with inactivity of at least 12 months or more.

Effective: 2026

Source: <https://www.awhonn.org/social-media-guidelines/>

Disclaimer regarding Social Media Communities

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.

Source: <https://www.awhonn.org/social-media-disclaimer/>