

Area	Location	Current Language	Proposed Language <i>(changes are in red italics)</i>	Rationale
National Officers	Article IV: Section 6: Term 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 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 one-year term, the President shall serve for one (1) year as Chair of the National Nominating and Governance 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 (5) years.	A. President and President-Elect. The President and the President-Elect shall each serve one-year terms. At the expiration of his/her 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 one-year term, the President shall serve for one (1) year as Chair of the National Nominating and Governance 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 (5) years. <i>A member may serve as President once in their lifetime.</i>	This change aligns the president’s term limit with that of directors, as outlined in Article V, Section 7. It ensures consistency across leadership roles and reinforces equitable governance practices.
Board of Directors	Article V: 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.	At any meeting of the Board of Directors, a <i>two-thirds (2/3) affirmative vote</i> of the voting members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of all business. A <i>two-thirds (2/3) vote</i> cast at a <i>duly called</i> meeting of the Board of Directors 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.	This change removes the requirement for a National Officer to establish a quorum, aligning AWHONN’s language with common association practice and the DC Nonprofit Corporation statute. It also ensures officers do not hold disproportionate power or authority over other board members. Legal Note: Duly called means proper notice and quorum.

Area	Location	Current Language	Proposed Language (<i>changes are in red italics</i>)	Rationale
Board of Directors	Article V: Section 14: Resignation and Removal of Directors	A. <u>Removal</u> . Whenever, in the judgement of the Board of Directors, the best interests of AWHONN will be served thereby, and/or the unavailability or inability to effectively perform their defined duties, any Director may be removed from office if the individual has (1) been notified in writing of the reason (2) has had an opportunity for a fair review process prior to proposed removal in according to procedures established by the Board of Directors, and (3) the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors after such review process.	A. <u>Removal</u> . <i>Whenever, in the judgment of the Board of Directors, the best interests of AWHONN will be served, any Director may be removed from office by a two-thirds (2/3) vote of the remaining members of the Board in accordance with procedures established by the Board of Directors.</i>	The revised text strengthens governance by clearly outlining the process for removing an elected Board member. This ensures accountability, protects the integrity of the Board, and upholds the organization’s standards of conduct.
Sections	Article IX: 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. US territories and principalities shall not constitute a Section of AWHONN but may be approved by the Board of Directors as a Special Interest Group.	<i>AWHONN shall be divided into Sections (e.g., AWHONN New York), the number and boundaries of which shall be determined by the Board of Directors. There shall also be a Section entitled AWHONN Uniformed Services.</i>	This change better aligns Section governance with current practices while giving the Board flexibility to adjust as the association’s needs evolve without requiring a Bylaw change. This change updates the term “Armed Forces” to “Uniformed Services” to align with current federal terminology. “Uniformed Services” more accurately reflects all eight U.S. uniformed services, including the Public

				Health Service Commissioned Corps and NOAA Commissioned Officer Corps, in addition to the military branches. The revision ensures the Association’s language is current and more inclusive of all eligible members who serve.
Sections	Article IX: Section 3: Duties	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);	C. Monitor, report on, and participate in appropriate legislative and regulatory activity <i>within its sectional boundaries;</i>	Changes are necessary to support the recommended changes to the Section's boundaries.
Sections	Article IX: Section 4: Section Leaders	B. <u>Nominations</u> . 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.	B. <u>Nominations</u> . <i>All members who meet the eligibility criteria as outlined for elected Section leadership positions and respond to the open call to all voting members of the Section shall be placed on the ballot. The Board may convene the Section Nominating Committee if there are more than three (3) qualified candidates for each leadership position.</i>	This change reflects association management best practices by placing procedural details in policy rather than bylaws. It provides the Board with greater flexibility to adapt as the association’s needs evolve.
Sections	Article IX: Section 4: Section Leaders	E. <u>Duties of Section Chair</u> . The Section Chair shall, among other functions:	<i>Move to Board Policy & Procedure Manual</i>	This change reflects association management best practices by placing

		<ol style="list-style-type: none"> 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 7. Section; 8. Perform all other duties usually associated with the off of the Chair; and 9. Ensure Section compliance with AWHONN requirements and policies. <p>F. <u>Duties of Section Secretary/Treasurer.</u> The Section Secretary/Treasurer shall, among other functions:</p> <ol style="list-style-type: none"> 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 		<p>procedural details in policy rather than bylaws. It provides the Board with greater flexibility to adapt as the association's needs evolve.</p>
--	--	--	--	--

		<p>policies and procedures approved by the Board of Directors;</p> <ol style="list-style-type: none"> 5. Prepare annual Section operating budgets (including Chapter activity) for Finance Committee review and Board of Directors approval; 6. Submit financial reports to Headquarters as required; and 7. Perform all other customary duties of the office and other duties as assigned. 		
<p>Sections</p>	<p>Article IX: Section 5: Section Coordinating Team</p>	<p>A. <u>Composition.</u> 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.</p> <p>B. <u>Powers and Duties.</u> The Section Coordinating Team shall, among other functions;</p> <ol style="list-style-type: none"> 1. Plan, implement and evaluate initiative 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; 	<p><i>Move to Board Policy & Procedure Manual</i></p>	<p>This change reflects association management best practices by placing procedural details in policy rather than bylaws. It provides the Board with greater flexibility to adapt as the association’s needs evolve.</p>

		<p>7. Provide direction, guidance, consultation to support the development of new and enhancement of existing Chapters;</p> <p>8. Approve the slate of nominees for each Section election; and</p> <p>9. Ensure compliance with AWHONN requirements and policies.</p>		
Sections	Article IX: Section 6: Section Nominating Committee	<p>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 (2) additional voting members of the Section. The two (2) 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.</p> <p>B. Term. Each member of the Section Nominating Committee, including the immediate past Section Chair, shall serve a one-year term.</p> <p>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.</p>	<i>Move to Board Policy & Procedure Manual</i>	This change reflects association management best practices by placing procedural details in policy rather than bylaws. It provides the Board with greater flexibility to adapt as the association's needs evolve.