

ONCOLOGY NURSING SOCIETY BYLAWS

PROPOSED AMENDMENTS FOR JANUARY 2016 MEMBER BALLOT

PROPOSED AMENDMENT #1: BOARD OF DIRECTORS GOVERNANCE STRUCTURE

Recommended Changes:

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition

- A. The Board of Directors shall be composed of ~~nine~~ **the** elected Officers and Directors. Officers shall be the President, ~~President-elect~~, Secretary, and Treasurer. There shall be six Directors from the Society's active membership.
- B. **Directors shall be elected by the Society's active membership. Officers shall be elected by the Directors.**
- C. There may be ex-officio members as determined by the Board. The rights and responsibilities of such ex-officio members shall be set forth in the Board Governance Policies.

Section 7. Eligibility

- A. Officers and Directors shall have been voting members for no fewer than five years prior to assuming office.
- B. Officers and Directors shall meet the qualifications outlined in the position job descriptions approved by the Board of Directors.
- C. **The President must have served one year on the Board of Directors prior to election to the President's role.**
- D. **The Secretary and Treasurer may be elected to those roles in their first year on the Board.**

Section 8. Term of Office

- A. The term of office shall begin at the close of the annual business meeting in the election year.

- B. An individual may not hold more than one office at the same time.
- C. ~~The Secretary, Treasurer and~~ Directors shall serve a three-year term or until their successors are elected.
- ~~D. The Secretary, Treasurer and Directors shall be elected on a staggered basis.~~
- ~~E. The President-elect shall be elected every other year and shall serve as President-elect for one year. At the end of that term, the President-elect shall automatically assume the office of President for a term of two years.~~
- ~~F. The President and President-elect shall not be a candidate for any ONS office while serving in their respective offices. Other Officers and Directors shall not be candidates for another elected position until the expiration of the present term, unless that term expires at the next annual meeting.~~
- ~~G. Officers shall not be eligible for reelection to the same office until one year has elapsed. An individual who has served six consecutive years on the Board of Directors shall not be eligible for reelection until one year has elapsed.~~
- H. The President, Secretary, and Treasurer each serve for one year with an option for a second year.
- I. Directors may not serve consecutive three-year terms.

Section 9. Vacancies

- A. In the event that a vacancy occurs in the office of the President, ~~Secretary, or Treasurer,~~ ~~the President-elect shall automatically succeed to the Presidency and the office of President-elect shall remain vacant until the next scheduled balloting for President-elect. The President-elect shall subsequently serve the two year term of office as President to which elected. In the event a vacancy occurs in a year in which there is no President-elect,~~ the Board of Directors shall appoint an ~~interim President~~ ~~current~~ Director to serve the ~~unfulfilled~~ remainder of the term.
- B. The Board of Directors shall fill vacancies in ~~all other elected~~ Director positions ~~from among the general membership~~ for the remainder of the vacant term.

Rationale

Just as the oncology nursing profession continues to evolve, the association and nonprofit world is getting more complex. Existing organizational models, in particular, often are too slow to keep up with new realities. With that in mind, the Board of Directors conducted an organizational assessment of the Society's governance structure with the goal of identifying changes that will make the Society more agile and nimble. One conclusion of the assessment was that changing the way in which ONS Officers and Directors are elected will provide a more strategic, efficient process for filling key leadership positions, which will allow more flexibility for the people serving in those roles. Member voting continues to be less than 13% annually with the most common reason for not voting being a lack of knowledge about the candidates. In addition, in the current system, candidates are slated months before taking office. There can be many changing organizational needs and skill turnover as Board members leave office. Thus, having the Directors elect the Officers will ensure that the Officers have the skills necessary to succeed in those roles from the onset of their terms.

Pro Statement

Future Boards will be strengthened by having the Nominating (Leadership Development) Committee recruit and support members who have the qualifications to serve in any capacity on the Board. The Directors will ensure that the Officers have the skills necessary to succeed in those roles. Having the options of one or two years' service in the Officer positions will provide opportunities to Board members whose employers might not have supported this position in the past because of its three-year term length. Directors chosen to fill an Officer position will have had a year's service on the Board and will assume the Officer role with a current knowledge of organizational issues and a familiarity with the role they accepted. Board members have a greater understanding of the needs of the Officer positions and are therefore in a better position than the general membership to identify the best candidates for those roles.

Con Statement

Reducing the Officer position terms to one or two years may result in a lack of continuity in those positions, and it may deter some members from seeking those leadership positions. In particular, the terms of ONS Presidents may vary, creating confusion among members and with external organizations.

Having the Officers elected by the Directors may also deter members who are only interested in running for a specific Officer position. Discontinuing the membership's role in electing Officers could further reduce member participation in the voting process.

Board Recommendation: Adopt

PROPOSED AMENDMENT #2: NOMINATING COMMITTEE GOVERNANCE STRUCTURE

Recommended Changes:

ARTICLE VI

COMMITTEES

Section 1. Standing and Special Committees

Unless specified otherwise in these Bylaws, all standing and special committees shall be appointed by the Board of Directors. The composition, terms, powers, and duties of all committees shall be determined by the Board. ~~The President or designee shall be an ex officio member of all committees except the Nominating Committee.~~

Section 2. ~~Nominating Leadership Development~~ Committee

- A. The ~~Nominating Leadership Development~~ Committee shall be composed of seven (7) voting members. ~~Five~~ All members shall be ~~elected by the membership and two members shall be~~ appointed by the ~~ONS~~ Board.
- B. To be eligible to serve on the ~~Nominating Leadership Development~~ Committee, individuals shall have been voting members of ONS for no fewer than five (5) years prior to committee membership. They shall meet the qualifications as outlined and approved by the Board.
- C. The term of office shall be three years, and ~~election or~~ appointment shall be on a rotating basis.
- D. The responsibilities of this committee are as stated in Article VIII, Section 2.
- E. ~~Vacancies of elected members may be filled by appointment by the chairperson of the Nominating Committee until the next scheduled election. Vacancies of the two appointed members may be filled by~~ In the event a vacancy occurs, the Board of Directors will appoint a replacement for the remainder of the ~~un-served~~ term.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Eligibility and Term of Office for All National Positions

The term of office for all elected and appointed positions shall begin at the close of the annual business meeting in the year of the election **or appointment**. Individuals currently serving on the Board, standing committees, and constituencies of ONS and/or its affiliates are ineligible to serve in ~~another national position unless in the final year of their term. An individual may not serve in~~ more than one national position at the same time.

Section 2. Responsibilities of the ~~Nominating~~ Leadership Development Committee

- A. The ~~Nominating~~ Leadership Development Committee shall prepare and submit to each voting member a ballot with at least one nominee for each elected position in ONS.
- B. Unless stated otherwise in these bylaws, all rules and procedures for the conduct of nominations and elections shall be recommended by the ~~Nominating~~ Leadership Development Committee and approved by the Board of Directors.
- C. Those candidates receiving the highest number of votes for each elected office shall be declared to be elected.
- D. Tie votes shall be broken by a run-off election between the tied candidates in a manner consistent with the election policies and procedures established by the Board of Directors.
- E. The ~~Nominating~~ Leadership Development Committee shall oversee election procedures **as well as succession planning through organizational leadership development initiatives.**

Section 3. Terms of Elected Positions

Specific terms of elected positions for the Board of Directors can be found in Article V. Specific terms of the ~~elected~~ appointed positions for the ~~Nominating~~ Leadership Development Committee can be found in Article VI.

Rationale

Converting the Nominating Committee to a Leadership Development Committee will strengthen the Society's succession planning process and provide a more efficient candidate recruitment process. In addition to identifying, recruiting, and slating candidates for the Board, the Leadership Development

Committee will coach interested members and advise them about development opportunities for the skills needed to serve on the Board. By having the Board appoint the Committee members, the relationship between those two groups will be more synergistic. By knowing the specific skills and qualities needed on the Board, Committee members will be able to develop a long-range strategy for developing candidates who reflect the diversity of the ONS membership, including advising the Board on programs that would support the development of governance knowledge and skills.

Pro Statement

Transitioning the Nominating Committee into a Leadership Development Committee will expand the scope of the group's role in ensuring that the Society maintains an effective process for identifying and developing future leaders in addition to annually slating candidates for the Director positions. Having the Board appoint the Committee members will ensure that appointees will take office with a full understanding of the skills and competencies necessary for serving on the Committee successfully. This proactive approach will support a more diverse pool of leaders at all levels of ONS, and it is consistent with the 2016–2019 ONS Strategic Plan.

Con Statement

Discontinuing the membership's role in electing the members of the Leadership Development Committee may diminish member choice and further reduce member participation in the voting process. Having the Board appoint members of the Leadership Development Committee could result in favoritism toward a small number of members. The current model has served ONS well for the past 40 years.

Board Recommendation: Adopt

PROPOSED AMENDMENT #3: CONSTITUENCIES—CHAPTERS

Recommended Changes:

ARTICLE VII

CONSTITUENCIES

Section 1. Chapters

Groups of Active ONS members may petition ~~for a Chapter charter~~ to charter a chapter based in the United States only. Charters shall be approved, awarded, and/or revoked by the Board of Directors. Chapters shall fulfill the purposes of the ONS at the local level. The structure and function of the Chapters shall be consistent with the Bylaws, policies, and procedures of ONS. All Chapter members must be ONS members.

Rationale: This Bylaw amendment clarifies that ONS chapters shall only be chartered in the United States due to a variety of legal and financial requirements.

Pro statement: N/A (language clarification)

Con statement: N/A (language clarification)

Board Recommendation: Adopt

PROPOSED AMENDMENT #4: CONSTITUENCIES—SPECIAL INTEREST GROUPS

Recommended Changes:

ARTICLE VII

CONSTITUENCIES

Section 3. ~~Special Interest Groups~~—ONS Communities

~~Groups of active ONS members may petition for a special interest group certificate of approval. (Special Interest Groups are herein sometimes referred to as SIGs). Certificates shall be approved, awarded and/or revoked by the Board of Directors. ONS Communities provide members the ability to connect and collaborate on a wide variety of topics. The structure and function of SIGs these communities shall be consistent with the purposes, Bylaws, policies, and procedures of ONS. SIGs shall exist only at the national level, and aAll SIG community members participants must be ONS members.~~

Rationale: This Bylaw amendment serves to modernize the structure and operation of the Society’s Special Interest Groups (SIGs) by transitioning to nimble, more flexible, and less bureaucratic communities that will provide an improved member experience. The current model is rules-based, which has resulted in compliance issues for SIGs. The new community model will facilitate members’ ability to connect with colleagues, find answers to questions, and determine solutions to problems.

Pro statement: The proposed community model will provide more organic, responsive, and member-driven networking and educational opportunities. Member collaborations and exchanges within specific areas of interest will be able to flourish without the need for formal rules and regulations that tend to hinder dynamic conversations.

Con statement: The current SIG structure has served the organization well for more than 25 years. Members and volunteer leaders are comfortable with the current model and know what they can expect from that model. By transitioning to a less-structured collaboration system, members will need to try new ways to connect with others within their areas of interest.

Board Recommendation: Adopt